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**CALL
TO
ORDER**

SECOND EDITION

**Meeting Rules, Procedures and
Advice for Non-Profit Organizations**

HERB PERRY and SUSAN PERRY

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Preface to the Second Edition

As we prepared the Second Edition, we recalled what prompted the writing of *Call to Order*.

Back in 1983, we realized that virtually all of the associations, societies, clubs, charities, boards, churches, professional bodies, and other non-profit organizations in North America were trying to conduct their many meetings in accordance with "rules" written over a century ago. Even more remarkable was the fact that these rules were based on rules designed for meetings of the United States House of Representatives and the Canadian and British Parliaments.

In 1876, General Henry M. Robert "simplified" the rules of procedure of the United States House of Representatives to adapt them for the use of what he called "ordinary societies." In 1884, Sir John G. Bourinot, Clerk of the House of Commons (1880-1902), wrote *Parliamentary Procedure and Practice in Canada*. The "new editions" of these two rule books that have appeared over the years have contained no major changes, and continued to promote rules that were impractical, cumbersome and overly complex for the needs of non-profit organizations.

The organizations that we were involved with, as both volunteers and employees, were also mired in these inappropriate meeting rules. We saw the difficulty that associations encountered with their meetings, and grew to believe that the cause of much member/volunteer frustration stemmed from the following facts:

- The "rules" were adapted rather than designed for associations.
- Because their origin is with government bodies, the rules presume that there is or may be an opposition party. This does not and should not exist in associations.

PART I

The Players



Introduction

In addition to the application of the rules of order contained in this book, successful meetings depend on how well those participating in, chairing, and recording the meeting understand their roles and responsibilities. Meetings are, in fact, the largest common factor among associations. Meetings are what associations do – they are the vehicles for association progress or lack of it. Successful meetings also depend greatly on the spirit and attitude in which these “players” approach their responsibilities.

As a member or director on a board of an association, you are charged with certain legal and moral obligations. These include acting honestly and in good faith with a view to the best interests of the organization, acting fairly and with an open mind, and exercising informed judgment. It is important that all players devote sufficient time and attention to their organization by “doing your homework” and being adequately prepared for board and committee meetings. In other words, it is not enough that your heart is in the right place – you must also put your back into the work that is required.

This section presents the duties of some of the key players at association meetings, along with some advice based upon our years of experience – advice that we believe is well worth heeding.

The Chair

The word “chair” signifies the individual who presides at meetings. “Chair” also signifies the office held by that individual.

Responsibilities of the chair are numerous. Most important, the chair must achieve results while maintaining harmony and order during the meeting.

Some associations choose to have two chairs – in other words, co-chairs. Note carefully that this does not mean two people sitting at the head of the board table, each holding a gavel. Rather, it is two people equally sharing an important role in their association and deciding in advance which one of them will chair each meeting. Usually this will be by alternating.

Co-chairing is an idea that may be worth considering in situations where the time commitment of chairing a board or committee is more onerous than any one member is willing to accept. Where co-chairing is the practice, there may be no need for a vice-chair.

Duties: *Chair*

1. Be familiar with all items on the agenda and the reason for their discussion at the meeting.
2. Confirm that the meeting has been duly called and is properly constituted.
3. Start and finish or adjourn the meeting according to the schedule.
4. Introduce guests or observers at the beginning of the meeting.
5. Ensure that all members are given full opportunity to express their opinions.
6. Conduct the meeting in an orderly way, according to the association's bylaws and current rules for association meetings.
7. Decide who may speak.
8. Limit discussions to the matters within the scope of the meeting.
9. Decide when there has been sufficient discussion on each motion.
10. Call for votes.
11. Declare the results of voting.
12. Ensure that proper minutes of the meeting are kept.
13. Sign the minutes of the previous meeting at which he or she presided.



Some Advice for Chairs

A Helpful List

When a board of sixteen or more keen directors is dealing with a contentious motion, the chair faces a trying task. In addition to maintaining order and being impartial and fair, he or she must permit everyone who wishes to speak to do so without letting other directors speak repeatedly and thus dominate the discussion.

A procedure which some associations have found helpful is this:

- ▶ Prior to each meeting, staff lists alphabetically the names of all directors. This is done in columnar style on enough separate sheets to enable the chair to use a new sheet for each motion. Then each time a director speaks, the chair locates that person's name and puts a mark beside it.

Stay Impartial

We are often asked if it is okay for the board chair to pass the gavel to the vice-chair and ask him or her to conduct a portion or the balance of the meeting. Our answer was yes, if the chair were ill, had an urgent commitment, travel arrangement or other matter that required him or her to leave the meeting. Our questioner said that this was not the case. He explained that he serves on a board of directors where the chair frequently passes the gavel and thus feels free to enter discussions. This information prompted us to change our answer.

One of the principal duties of the chair at a board meeting is to be impartial while giving all those wishing to speak an equal and fair opportunity to do so. The gavel is, after all, merely the accepted symbol of the office of the chair. If, for example, an association does not own a gavel, or misplaces the one it has, the chair's authority, rights and obligations are in no way diminished.

Don't Force Participation in a Debate

One of the favorite themes in the late night spy thriller movies was the various methods used to trick or force the captured spy to talk – to tell all that he or she knew. We sometimes feel that a few board chairs have watched too many of these old movies – for they seem to have forgotten that one of the purposes of a meeting is to *permit* members to express their opinion. There is immense difference between “permit” and “force” or “require.”

Chairs who say, “Let’s go around the table and hear from everyone,” or “We haven’t heard from you yet, Charlie,” not only prolong the meeting unnecessarily, they also infringe upon every member’s right to remain silent, undecided and to abstain.

Consider a Recess

Most of us recall our schooldays with fondness – especially those welcomed breaks called recess. They were a chance to stretch, exercise, talk with a friend, play a game, share a secret, go to the washroom, even settle a quarrel. The teachers probably welcomed recess as much – or more – than we did. It was a break for them too, a chance to collect their thoughts. In all probability, their students were less restless and more responsive after that recess break. Calling a recess is one of the rights which goes with chairing an association meeting. It doesn’t require a motion or a vote – the chair can do it all alone by the authority of the office. It’s a good idea that is too often overlooked. When you’re chairing a meeting and the discussion is going nowhere or tempers are becoming frayed, give the “kids” – and yourself – a break. Call a recess.

Take Charge

Readers have asked how often a board of directors can be asked to consider the same question. The situation that prompted the question was this: A minority (approximately one third) of the board favors a special project that has never had the backing of the majority. At almost every board meeting the minority group moves

and seconds a motion calling for the board to approve their project. Each time this happens all of the pro and con arguments are restated, time is used (wasted), and the vote result is the same – their motion is defeated.

This situation should not be confused with reconsideration which occurs when one or more directors change their minds on a question and move to have it reopened for discussion. What we have here is the case of a group wanting a second kick at the cat. It is similar to the municipal politicians who used to put the Sunday sports question on ballots year after year until it was finally approved, and then never asked again.

The real answer to this question of “how often?” is, as often as the chair is willing to accept their motion. If the chair is satisfied that nothing will be gained by further discussion on the question, then he or she should refuse to accept the motion. The minority group’s only recourse at that point would be to challenge the chair. And, as challenges are not debatable, the matter can be quickly settled enabling the board to move on to more pressing matters. (See the following rules for more information: Challenge the Chair, Reconsider.)

Side Meetings – Put Them Aside Forever

One of the most disconcerting and unnerving things that can happen to a speaker is to see people in the audience talking to each other and thus not paying attention.

Possibly we are all so used to talking while the radio or TV is on that we carry the same practice over into other situations. Maybe with the passing of time we have forgotten how our better teachers dealt with those who “talked in class.” Regardless of the reason – for there is really no excuse – we continue to see and hear of side meetings taking place in boardrooms. Whenever we mentioned this at a board orientation session, we saw guilty looks on faces in the group.

A side meeting is two or more directors talking to each other rather than listening to the member who has the floor. Those in the side meeting have mentally left the group and there are now two meetings taking place in the same room. This is annoying to an experienced speaker – to a new director nervously presenting his first report, it can be devastating.

Side meetings are a form of bad manners and as such should not be tolerated by the chair. The solution is for the chair to ask the speaker to pause until everyone is paying attention. If those engaged in the side meeting are embarrassed – too bad, maybe they will be more polite in the future.

Insist Upon Positives First

We recently heard of an idea, new to us, that we pass along with our recommendation. We like it and think it deserves a try.

The idea is this: When a motion or proposal is made at a board meeting, the chair announces that he/she will go around the board table giving each director the opportunity to either speak in favor of the matter or merely say, “I pass.” Only when this is completed does the chair open the process for normal discussion, negative comments, rebuttal and amendments and/or voting.

This procedure neither stifles discussion nor assures the approval of every motion made and seconded. What it does accomplish, however, is starting every discussion on a positive note. This in turn has encouraged some of the newer directors to speak up, confident that their motion will not be immediately greeted with negative comments.

Vice-chair

The vice-chair is the understudy of the chair – prepared for the time when he or she may be called upon to preside over a meeting that the chair cannot attend.

Duties

1. Be prepared to take over the duties of the chair in the event of the chair’s absence for any reason.



Advice on Succession

Most legislation affecting associations requires the chair or president to be elected to the office and not to succeed to it automatically on the death or resignation of the incumbent. The election may be by the directors or by the entire membership, whichever the bylaws provide.

When the office of the chair or president becomes vacant, the vice-chair assumes the duties but remains the vice-chair until an election is held.

Secretary

One of the vital roles at a meeting is that of the recording secretary. This individual must capture on paper the ideas expressed, decisions made, and actions taken at the meeting.

The Secretary's duties, however, start before the meeting and continue afterward.

Duties

1. Prepare and send out the notice of meeting and agenda to all those who are entitled to attend. The agenda should be prepared by the Secretary after discussion with the chair.
2. Confirm a location for the meeting and ensure that it is properly set-up prior to the meeting.
3. Ensure that all reports are received for photocopying and circulation prior to the meeting.
4. Bring to the meeting all the materials that may be needed, such as bylaws, previous minutes, and reports.
5. Take notes of the proceedings of the meeting, so that minutes can be drafted after the meeting.
6. Read aloud at the meeting any document which may be required.
7. Carry out any actions arising out of the meeting which pertain to the Secretary.



Advice for Secretaries About Minutes

The first issue of *The Association Consultants Report*, published in October of 1985, contained some advice concerning minutes. In the years since, we have received more enquiries about meeting minutes than about any other aspect of association management. There are possibly many reasons for this, including the simple fact that minutes are a part of every meeting. We believe that one of the other primary reasons is that minutes contain people's names, and everyone is naturally concerned that any information printed about them be correct.

Just as meetings are an important part (some might even say the essence) of association management, meeting minutes are an integral part of every organization. Yet regrettably, the task of Recording Secretary is often assigned to junior employees who are given little or no preparation for such an important role.

Legal definition: Minutes are a record of all the transactions that take place at a meeting.

Recording Secretary: The name of the Recording Secretary should be part of the minutes because in the event of a future argument or legal action, courts will usually rely on the word of the Recording Secretary, who is after all the only person at the meeting charged with recording what takes place.

Names therein: Minutes of board meetings should list the names of all the directors who are as such entitled to be present. The minutes should further record them as either present or absent. All other persons at the meeting are recorded as "in attendance."

Record decisions: The primary purpose of association minutes is to record *decisions* not discussions. Recording Secretaries should

not attempt to imitate the parliamentary record *Hansard* or court reporters, both of whom record every utterance including profanity and comments such as “tut, tut” and “hear, hear.”

Avoid tape recorders: We never recommend tape recording association meetings. The mere sight of a microphone intimidates some people and is certain to inhibit frank and otherwise “off the record” remarks. In addition, anyone who has tried to transcribe from a recording of a meeting knows the difficulty in identifying various speakers.

Disposition of motions: For the purpose of minutes, a motion may be defined as an idea which has both a mover and a seconder. A “motion” that is unseconded, sometimes called a “non happening” is not recorded in the minutes. All other motions have their dispositions recorded – be it carried, defeated, postponed or tabled.

Avoid modifiers: Experienced secretaries always avoid the use of adjectives and adverbs in meeting minutes. Examples to avoid include brief discussion, excellent report, thorough debate, etc.

Conflict of interest: When a director declares that he or she has a conflict of interest concerning business being discussed, this must be recorded in the minutes together with whatever action was taken, i.e., the director refrained from voting and/or left the room. When a director leaves the meeting due to a conflict of interest, the minutes should reflect both the point of departure and return.

Dissent: Dissent simply means disagreeing with the majority. When any vote is taken at a board meeting, any director who voted contrary to the majority has the right to be recorded in the minutes as having dissented. It is important that such a request be honoured, as in some circumstances it could protect the dissenter from liability.

Margin notes: Some associations use an “action by” column on their minutes page, in which they show the name of persons responsible for action on meeting decisions. Those using this technique usually use a colored highlighter on each director’s copy to draw attention to his or her commitments.

Times: Some associations record the hour and minute when decisions were made and when call to order, recess and/or adjournment were declared. This practice provides readers with a sense of the length of discussion preceding each vote.

Prompt transcription: Experienced recording secretaries will testify to the way in which memory fades in days following a meeting. Initials, capital letters and abbreviations – all of which were perfectly clear on the day of the meeting – are apt to be a riddle a week later. Ideally, minutes should be transcribed the same day or day after they are taken.

Draft to Chair: The minutes of a meeting belong to those whose meeting they record, and are not the property of the chair of the meeting, who in fact has no special or legal rights concerning them. This does not alter the fact that virtually every association’s chair will request a “draft for review.” Often the chair will make or suggest “corrections,” some of which are better described as “editorial changes.” The prudent recording secretary will usually comply with suggested changes, realizing that the ultimate decision as to whether there are errors or omissions will be the recorded vote of the members who were at the meeting when the minutes are approved and accepted.

Distribute promptly: The absolute worse way to distribute minutes of a board meeting is to attach them to the notice of the next meeting when it is sent out weeks or months later. Members’ memories are no better (and often they’re worse) than those of

recording secretaries. We advise associations to set ten working days as the *maximum acceptable time* between a meeting and the receipt of the minutes thereof.

Unanimous: Contrary to common belief, in minutes the word “unanimous” does not mean that everyone agreed – it means that no one disagreed. Thus a vote with 8 in favor, 2 abstentions and none opposed, may be described as unanimous. We advise recording secretaries to describe votes as unanimous only when directed to do so by the chair.

Reference Numbers: We strongly recommend placing a reference number beside each motion in the minutes of annual, board and executive committee meetings. Having a motion number as a point of reference is so much more efficient than “on the third or fourth page.” Many associations use a numbering system that identifies the year and meeting, as follows:

04A001: first motion, Annual Meeting 2004

04B001: first motion, Board

04E001: first motion, Executive Committee

Read in silence: One of the indicators of progress in learning is when a child is able to read silently (even though many may still move their lips) rather than aloud. It seems to us that silent minute reading before the meeting even begins is the mature way to deal with minutes. Nothing is more dreadfully dull than to begin a meeting with the sonorous reading of the record from the past.

Circumventing/avoiding nit-pickers: From time to time every association and recording secretary encounters board members who enjoy nit-picking the minutes. These are the people who strive for self elevation by pointing out what to them are “errors” in capitalization, punctuation, syntax or whatever. The best way to frustrate these people is to label the minutes as mailed out “Draft Minutes” and place a sticker on them which states, “If you notice any-

(thing requiring correction, please contact”, and include a deadline for “edits.”

Rights to Minutes: As a general rule association minutes are not public documents and should only be accessible to those who had the right to attend and vote at the meeting to which they pertain. Thus all voting members have the right to minutes of the annual general meeting. Only directors should have access to board minutes (and only to the minutes of meetings held during their term of office).

We advise every executive director to be clear in his/her own mind concerning who may or may not receive minutes or inspect association records. Any uncertainties should be discussed with the association’s legal counsel. Also, staff who handle or have custody of minutes should know the access policy during the executive director’s absence.

Location of carried or not carried: We have seen mistakes and confusion resulting from minutes which contain a motion toward the bottom of one page and its disposition on the top of the following page. It is easy for someone to read, or photocopy, the first page and act or react on the assumption that the motion carried when in fact the words on the next page were “not carried,” “postponed,” or some other decision. We recommend that whenever possible the motion and its disposition be on the same page.

Approval: We are sometimes asked what the directors are approving when they “approve the minutes.” We recently heard someone mistakenly arguing that they were approving the decisions made at the previous meeting. What is being approved, or corrected, is the accuracy of the record: is it factual? Therefore, a member who was not at the previous meeting has no reason to vote on the motion to approve the minutes.

Members/Directors

Members, too – and particularly directors – have responsibilities while attending meetings.

Duties

1. Read any material received prior to the meeting.
2. If you are presenting a report at the meeting, endeavor to have it circulated in advance. Should this be impossible, ensure that there are sufficient copies for distribution at the meeting.
3. Arrive on time, prepared to participate in the meeting.
4. Address the chair.
5. Be courteous and do not speak while others are speaking.
6. Carefully word your motions.
7. If you disagree, disagree with ideas and motions, not individuals.



Some Advice for Members and Directors

What's your style?

Avoid having one of the following “meeting participation style” labels apply to you:

- ▶ *Last In, First Out:* This guy or gal arrives after the call to order, chair's remarks and minutes, interrupts the speaker and establishes the fact that he is busier than his peers. This is reinforced by his early departure.
- ▶ *The Follower:* Rarely expresses an opinion until the majority opinion becomes clear. Then joins in. This person is never on the losing side.
- ▶ *The Historian:* This member loves to reminisce, has a good memory and tells others how it used to be in the good old days. Can always be counted on to slow things down.
- ▶ *The Finger Pointer:* This member sees no need to address remarks to or through the chair, prefers to differ with people rather than with ideas, makes his or her remarks personal, often pointing and shaking a finger for added emphasis.
- ▶ *Too Busy to Read:* When a major written plan, report or proposal is open for discussion, this person announces that he or she hasn't had time to read it and then follows this confession with the word “but” and a totally unfounded opinion about the unread item. Although “too busy” to read important association matters, this person usually knows the latest sports scores.

- ▶ *The Joker:* This is the member with the quick wit, the tease, the punster who can make a play on words and is always good for a laugh. Often though, he finds it hard to stop, would rather be amusing than right or positive.
- ▶ *The Risk Avoider:* This member realizes that you can't be wrong or lose if you never take a risk. "Let's play it safe," "let some other group go first," and "wait a while" are his solutions for every situation.
- ▶ *The Morning After:* This guy or gal goes along with the majority and has little or nothing to say until the next day or the next meeting. It's impossible to tell whether their inspiration comes from dreams, spousal input or merely a slow functioning mind.

The "Two Hats" Dilemma

We continue to hear from association directors who tell us that they have to "wear two hats" and, finding it a challenge, ask for our advice or sympathy. What they are describing are federation type of associations in which the national (sometimes provincial or state) board of directors consists of the presidents of smaller association units, chapters, counties, city, region or whatever. Thus when the large board meets, it is composed of elected leaders from the various regions where the association is active.

The two hats that each director has are these:

- Hat #1 – the president's hat from his/her local chapter;
- and
- Hat #2 – the hat of a director on the national board.

How does a person with only one head wear two hats? There can really be only one answer – you wear them one at a time.

Herb personally learned this the hard and embarrassing way, more years ago than he cares to admit. As the newly elected chairman of the Niagara chapter of a provincial association, he was appointed as a member of the provincial Board of Governors. At his very first meeting, the crusty old chairman went around the table asking each governor to give his opinion on the question of the day. When it was Herb's turn, he brashly began by saying, "speaking for the members in Niagara Chapter." That's as far as he got before the gavel came down with a bang.

He can still recall – yes, and resent – the remarks from the chair. "Young man," the chair said, "you aren't here to speak for the members in Niagara. We are here to decide what is best for this provincial association and if that ever includes turning off Niagara Falls, that's how I expect you to vote."

The old guy may have been tactless, but darn it all he was right! Herb had two hats alright – the problem was that he was wearing the wrong one.

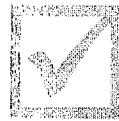
Those who have two hats will on occasion encounter situations in which what is best for the national body is not what the members in the smaller local chapter prefer. What then? The answer, from both a moral and legal point of view, is that while acting as a national director you vote in favor of what you believe to be in the best interest of the national body. And when acting as a chapter director or chair you vote in the best interest of the chapter.

From time to time we hear of groups who say, "we instructed our delegate to vote (a certain way)." In our opinion, this is neither fair nor logical. It negates all the advantages of discussion. If all the directors arrive with voting instructions, why meet? A mail ballot would presumably do the job.

PART 2

The Rules of the Game







Why rules?

It seems to us that rules of some sort exist in virtually all aspects of life in a civilized society. Sometimes the rules are simply courtesies, such as letting riders off a bus or elevator before entering, or first-come, first-served at a sales counter. Other rules are legislated and policed and thus vehicles can move about without total chaos. Most would say that rules enhance our ability to function as a society.

To be effective, rules have to suit the place and the occasion. Hockey rules don't work for baseball nor would Canadian traffic rules be very helpful in Britain.

When it comes to discussion or debate between or among people, what sort of rules to apply will, of course, vary with the setting. If the discussion is in a friend's home, at a dinner table or in a car or plane, the rules of good manners and politeness usually suffice. If the debate is in the U.S. Congress or the Canadian Parliament, Robert's or Bourinot's Rules are appropriate – indeed it was for such legislative bodies that they were written.

Rules of order for the conduct of effective association meetings also are specialized, and geared for particular types of meetings.

Association meetings fall into three main categories: committee meetings, board meetings, and annual or other membership meetings. We believe that at most committee meetings, the only rules that need be applied are common sense and respect for the chair.

The same cannot be said, however, for the more formal board and membership meetings. Here, rules establish two crucial requirements: order and fair play. Without rules, meetings range from chaos to intimidation by the loudest minority, and the potential

for productiveness is greatly limited. Rules of order allow all to be heard in a positive environment of fairness and openness.

We have been at association meetings where those in charge and those participating in the meeting were ill at ease, unsure of how to proceed and frustrated by trying to apply so called “parliamentary procedures” in a situation that is far from parliament. We have been in meetings where the application of inappropriate rules – or the lack of rules whatsoever – has resulted in wasted time and little if any forward movement on association objectives. Worse still, poor meeting management has many times resulted in hurt feelings and needless division within an association.

This is what prompted the writing of *Call to Order*.

The rules provide simple and effective directions for achieving effective, productive and harmonious association meetings. They provide guidance on all aspects of meetings – before, during and after. Again, we've included advice and best practices from our experience and the experience of many colleagues, *The Association Consultants Report* readers, and users of *Call to Order*.

Notice of Meeting

The purpose of a Notice of Meeting is to give every person entitled to attend a meeting the opportunity to do so. It should be circulated well in advance of the meeting, and in a manner that will reach most of the members. An association's bylaws may include regulations concerning notice of meeting.

There are generally two procedures for Notice of Meeting, one for Board and committee meetings, one for general meetings.

Board and Committee Meetings – A notice of the meeting of the Board or a committee should be sent in writing about two to three weeks prior to the meeting. It should state the association's name, the name of the committee (if applicable), and the place, date, and time of the meeting. It should include the estimated time when the meeting will conclude, so that members from out of town can make travel or other arrangements. The notice should also request a member unable to attend the meeting to notify either the chair or the association office. As a matter of convenience and to provide members with preparation time prior to the meeting, a tentative agenda is usually attached to the notice of meeting.

General Meetings – Unless an association's bylaws state otherwise, notice of a general meeting should be sent in writing to the association's members one month prior to the meeting. The notice should include the association's name and the date, time, and place of the meeting. In addition, it should outline the business to be conducted at the meeting.

Notice of General Meeting can also be given by publication, usually if an association's membership exceeds 500. This can be done in either the association's newsletter or magazine or by a newspaper advertisement in appropriate areas where the majority of members reside. Notice in an association's newsletter or magazine

should be published at least one month prior to the general meeting. Notice by a newspaper advertisement should appear twice, once during each of the two weeks prior to the meeting.

Publication of the notice of a meeting on the association website, although useful, should not replace a proactive approach to reach all members.



Rules: 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.



Some Advice for Improving the Odds of a Good Meeting

Despite the best of planning, effort and intentions, some meetings will still fail to produce the desired result be it a decision, agreement, harmony or whatever. Similarly, consensus is sometimes achieved when least expected.

As we have often said, association management is a “chancy sort of a job.” But as we all know there are a host of things that are better not left to chance. Given a choice, we always prefer to improve the odds and be on the winning side.

In our opinion, one of the areas in which some associations fail to make an effort to improve their odds is in planning their board meetings. We are not talking here about agendas (that is a subject unto itself), we are talking about two very basic decisions: where and when.

These are not decisions that should be made hastily. In fact, they deserve much thought and often involve some research. Many a meeting’s success has been jeopardized by wrong decisions made at this point, long before the meeting is actually held.

When

The choice of day and time of day require careful checking. Most meeting planners have experienced poorly attended meetings when their chosen date is the same as a major sports playoff or similar attention grabber. Often it can be a local event not anticipated when

the meeting is planned in a distant location. Our advice is ask, check and recheck.

Time of day also matters on a more personal level, particularly for meetings held in conjunction with conferences. We have seen board meetings poorly attended because they were scheduled for an afternoon after a hot and humid morning of golf or called for 9:00 a.m. the morning after an extravagant and late “fun night.”

Where

In our experience it makes little or no difference whether a board meeting is held in an association’s own boardroom or a hotel or conference centre – provided the members like the locale and find it reasonably convenient. Some associations move their meetings from hotel to hotel to let their members see different properties and also to avoid seeming to favor one property over another.

Creature Comforts

Good room arrangements and forethought cannot guarantee a successful meeting, but poor arrangements practically ensure failure! Make no mistake about it, people, particularly volunteers, are very much affected by their surroundings.

Hold a board meeting in a cramped room, with a table that provides little room for papers, chairs too close together, temperature a little too high and lighting too low – and you can watch your hopes for a successful meeting be dashed.

We favor lots of room – if you have to err, do it on the side of too luxurious. Very often top quality costs no more. Be sure to provide appropriate refreshments for early arrivals and at break times. Another good rule is to never schedule a meeting at a property that hasn’t been checked out in person. To do so is simply too chancy – and given the laws of probability, the odds won’t be in your favor.

Quorum

Derived from the Latin word meaning “of whom,” quorum is the minimum number of persons of any deliberative or corporate body that is required to be present in order to legally transact business.

Corporations or legislative bodies may set their quorum requirements by their constitutions or statutes respectively, and often the quorum may be many fewer than the total members of these bodies. In associations, the number required for a quorum may be specified in the bylaws.

Two situations that arise in associations illustrate the importance of the rules regarding quorum.

- ▶ Occasionally the number of members who have arrived in response to a notice of meeting will be insufficient to meet the quorum requirements. When this happens the chair will sometimes “call the meeting to order,” and then declare the lack of a quorum. In fact, what has actually occurred is simply an announcement to a group of members, for without a quorum there is no meeting, nothing to call to order, nothing to adjourn, and no minutes to take. Any discussions held or motions passed, by those present under such circumstances, have no legality. To proceed with the meeting as though there were a quorum in the hope that decisions and recommendations made will be ratified at a subsequent meeting is wrong. A gathering is either a meeting or it is not. Lacking a quorum, the group cannot transact business.

- ▶ The second situation occurs when the bylaws state that a meeting is automatically adjourned whenever a quorum ceases to be present. This unwise regulation leads to the following problem. At a Board meeting where the quorum is 15

and there are 15 members present, any one of the members could, on impulse or in anger, force the meeting to adjourn simply by walking out of the room. Similarly, voting could be manipulated by two or three members who, sensing that their arguments will not prevail, frustrate the majority by leaving the meeting when the chair calls for the vote.

This is why it is strongly recommended that association bylaws state that a meeting, once duly called to order (i.e., a quorum is present), may continue at the pleasure of the remaining members, should members leaving the meeting reduce the remainder to less than a quorum.

Obviously, any number less than a quorum can adjourn a meeting.



Rules: 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.

Call To Order

Most writers on the subject of meetings urge that all meetings should start at the appointed or announced time. While it is difficult to quarrel with the intent of such advice, it is overly simplistic and strict adherence to such a practice can lead to a number of problems.

We have attended meetings which were called to order or reconvened at the scheduled time despite the fact that the chair knew that several key members had been unavoidably delayed and would be arriving in a few minutes. The result of such premature calls to order is that the delayed members disrupt the meeting when they arrive and may request that matters dealt with be reconsidered. Often too, these late-arriving members will harbor resentment which may destroy the harmony the chair hopes to achieve.

Most meetings involve members travelling, hotel arrangements, and a host of other situations many of which are beyond an individual's control. These things should be taken into consideration when calling the meeting to order.



Rules: 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.

Agenda

The agenda is the list of items of business to be transacted at a meeting. It is referred to in the old rule books as “Orders of the Day,” an inappropriate term borrowed from parliament. Sessions of legislative bodies are to a large extent open ended. What isn't debated today may be debated tomorrow or next week or even next month. By contrast, association meetings usually last for one day or less, and when the meeting adjourns the members may not meet again for months or, in some cases, for a year. “Orders of the Day” obviously is not a suitable substitute for the term “agenda.”

Ideally, a tentative agenda should accompany the notice of meeting to provide members with time to consider or research the items to be dealt with.

The agenda is an important document and what is on an agenda is vital to the success of the meeting and to the association itself. At association meetings, the agenda should be the first item of business and come immediately after the call to order and any opening remarks from the chair.

The agenda distributed with the notice of meeting or during the meeting remains “tentative” until accepted by the members. This is accomplished by a motion to “approve the agenda as presented.” As a motion this requires a seconder and when discussion begins the tentative agenda may be amended by adding items as Other Business, by deleting items, or by changing the sequence. Each amendment must then be discussed and voted on by the meeting. When there are no more amendments, the “tentative agenda” with any additions or deletions becomes the official agenda of the meeting.

It is important to remember that the agenda belongs to the meeting and not to the chair, secretary, or any other person who may have prepared it.



Rules: 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.



Some Advice on Agendas

Meeting agendas are treated much too lightly in many associations – what an agenda contains, the sequence of the items and the supporting material will greatly effect the outcome of the meeting. Since *Call To Order* was first published, we have responded to many questions about agendas and based numerous articles in *The Association Consultants Report* upon inquiries received. Here are a few of them.

Whose agenda is this anyway?

There seems to be no end to the number of strange and sometimes funny things that can happen at meetings. Here's an example: The president of a provincial association was chairing its regular board of directors meeting. He proceeded through the agenda items: call to order; approval of agenda; and minutes of previous meeting. So

far so good. However, when the meeting moved on to the next item, there were confused looks on members' faces and much shuffling of papers. It took a few minutes before it was realized that the agenda in front of the chairman was not the same as the one in front of the directors. The chairman's agenda was that of an entirely different association to which he also belonged. Somehow it had "found its way" into the wrong file.

It seems to us that there is a lesson to be learned from this story: meeting agendas should be printed on the letterhead of the association issuing them.

Cryptic Agenda Items

Every notice of meeting should include a draft agenda – a list of the matters to be considered at the meeting. The reason for sending the draft agenda to directors with the notice of meeting is to provide the directors with *time* – time to think about the various items before the day of the meeting. It also provides an opportunity for directors who wish to do so to discuss items with other directors, do some research or ask staff or association officers for additional information. This process is often referred to as "directors doing their homework." It enables the meeting to run more smoothly and quickly.

All of the foregoing benefits are, however, negated if the items on the draft agenda are merely meaningless headings with no clue whatsoever as to their meaning. Cryptic items such as "Finance" or "Office Space" are not acceptable. "Finance" could mean anything from how to invest surplus funds to impending bankruptcy. Similarly, "Office Space" could mean the need for more room or the association having received an eviction notice.

A few years ago, we received an agenda that contained this item: "Progress report on lawsuit." On inquiry we learned, much to our surprise, that the association was being sued for wrongful dismissal, and the plaintiff was seeking damages that could hurt us badly should he win.

Are the agenda headings deliberately obtuse? While it may sometimes seem so, we believe that cryptic headings appear because most agendas are prepared by staff – people who are so close to the situation they forget that the average director lacks their day-to-day and ongoing information.

How do you avoid cryptic items? With care and caution and by asking yourself, or possibly a junior employee, if each item is clear – clear to an average director.

No Hand-Outs, Please

A street-corner beggar will no doubt always appreciate a hand-out, and that appreciation will be even greater if the hand-out is unexpected. Many associations' directors receive hand-outs, and in most cases they are not appreciated – nor should they be. What we are referring to is the continuing practice of hand-outs at board meetings.

A few days before each meeting, every board member should receive an agenda along with any supporting documents and reports. All too often though, these “board material” packages are sent out incomplete. Next to many of the agenda items will be an asterisk, and a corresponding notation at the bottom of the page advising that such marked items will be “available at the meeting.”

We ask why – and so should every board member. When association staff and/or committee people know the date of a board meeting weeks or months in advance, why are the documents not ready on time? Is it indifference? incompetence? wrong priorities? lack of facilities?

Those charged with the responsibility for preparing board documents must be made to realize that hand-outs at meetings are an inefficient and dangerous way to operate. Reports distributed at a meeting must of necessity be read or skimmed quickly. Obviously,

there is little or no time for thinking or investigation. The danger is that a decision will be made too hastily. The adage “act in haste, repent at leisure” is true.

As we see it, there are two ways to combat this problem. One is to ask why. The other is to refuse to discuss, consider or vote on any last minute hand-outs.

The Other Agenda

The most difficult role at any board meeting is that of the person who chairs the meeting. Yet some chairs do their job so well, so smoothly, other directors and staff are fooled into thinking the task is easy. Like watching an expert juggle, ride a unicycle or swallow a sword – it looks easy until you attempt it yourself. One of the ways that an executive director can help the chair achieve this illusion is by preparing a separate, special agenda for the personal and private use of the chair.

This “chair’s agenda” contains everything that appears on the regular agenda that is distributed to directors – plus information, comments, instructions, and notes concerning the agenda items, procedure, meeting facilities and anything else which may be useful to the chair in the running of the meeting.

Below is a sample agenda. The left side contains the information that would be found on the regular agenda, the right contains the additions which appear on the chair’s copy. A different color or type style to distinguish the chair’s information is helpful.

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1. Call to Order
 2. Declaration of Quorum - *eight*
 3. Chair’s Remarks - *introduce legal counsel*
 4. Approval of Agenda - *Smith wishes to move adding an item re mileage rates*
 9. Luncheon - *11:50 - lunch in third room on right*
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The executive director who makes the extra effort to assist the chair will be appreciated for more than the agenda – it's an action that reinforces that the executive director and the chair are a team.

Meetings Too Long

Executive Directors tell us that one of their continuing problems is that their board meetings are too long – items toward the end of the agenda are either handled too hastily or deferred to the next meeting. Our advice is to tidy your agenda. Here are two ways:

1. Correspondence

Many associations, particularly in the social service sector, continue to have an item called “Correspondence” on their agendas. Under this heading, the Executive Director places any and every item that he/she thinks might be of interest to the board.

What really is correspondence? If the word means communication in writing, the meeting could be almost never ending.

We recommend eliminating correspondence as a board agenda item.

If a letter should properly come to the board for a decision, then place it under its correct category – Finance, Members' Services, Conference or whatever.

2. Business Arising

This is another time-waster! Members too often use it as an opportunity re-discuss matters decided at a previous meeting. In a broad sense, all business of the association arises from decisions taken at a membership or directors' meeting.

If members need to be informed of progress made relative to an on-going commitment, then the update should be part of the Executive Director's or appropriate committee's report.

Agendas - Does Sequence Matter?

Sports fans are well aware of the fact that it often takes a play or two in football or an inning or two in baseball for a team to settle down and find its stride. Many teams play differently, better, or worse in the second half of the game. Many association leaders have observed this same phenomenon with boards of directors.

Based on this observation, many leaders have strong opinions on the sequence of agenda items. Some believe that proposals discussed early in a meeting have a better chance of acceptance than items placed lower on the agenda, while others describe a “wave theory” in which a board is apt to accept and reject alternate items.

Whether one subscribes to these theories or not, it is a good idea to carefully consider the agenda sequence, as some decisions do impact on other items' options.

Members should also be aware that just as they have the right when approving the agenda to add or remove items, they also have the right, by majority vote, to change the sequence. One logical reason for a change is to accommodate members who are unable to attend the entire meeting.

Show and Tell Time

Most of us can remember when we or our children participated in a school activity known as “Show and Tell.” Some cynics (with reasonable justification) call it “Bring and Brag.” We'll leave it to professional educators to debate the merits of such classroom activities. Our point here is that we disagree with “show and tell” becoming part of board meetings.

We understand the temptations facing many executive directors. They believe (rightly or wrongly) their board members have little or no understanding or knowledge of what the various staff members actually do for a living. And this lack of understanding can and often does lead to lack of appreciation. What better solution,

they believe, than to routinely have various staff members attend board meetings and take an hour or so to explain their job, its challenges and complexities. The temptation is heightened by the realization that the board meeting provides the opportunity for a captive audience.

Our advice is “yield not to the show and tell temptation.” We say this for several reasons:

- Learning what a staff member does is not why the directors have assembled. They have come together to conduct a board meeting. If there are no issues to fully discuss or decisions to make, the board should not be meeting.
- Some of the directors will resent (and with justification) the erosion of board time and have little interest – or patience for – the staff presentation. Staff may end up embarrassed or feeling angry toward the board members – not a good way to build a relationship.
- Bringing any administrative matter into a boardroom is mixing two elements that are best kept separate. It is opening a door that the executive director may have trouble closing. It’s normal for a board member, hearing a staff member describe his or her job, to ask, “Why don’t you do this or that instead?”

If a board member expresses a desire to increase his or her understanding of staff roles, then he or she should be provided with the opportunity to do so through written material, orientation sessions, or whatever. But not as part of a board of directors meeting.

Objection to Consideration

The old rule books describe situations where an item comes up for discussion which one or more members believe to be either not the business of the meeting or untimely. The recommended procedure directed the objector to state, “I object to consideration” before debate began. Failure to do so would mean that consideration was already taking place. But this approach is both unnecessarily clumsy and archaic. It is based on a system in which there is neither a formal approval of the agenda nor an identification of the specific items which are to be dealt with as Other Business.

The time for a member to register objection to an item being considered is when the agenda is being accepted.

On rare occasions, such as in a committee report, a meeting may begin to discuss or consider a subject which member(s) consider unsuitable. In these instances, the member(s) should interrupt to state the objection. That the discussion has already begun is irrelevant.

When a member (no seconder is required) objects to an item being considered, the chair will either: a) rule that the item is or is not appropriate for consideration; or, b) ask for a vote of the members present, in which case the majority will decide.

An objecting member who disagrees with a ruling by the chair concerning his or her objection has the right to challenge the chair, which will force a vote if there is a seconder to the challenge.



Rules: 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.



Advice: Some motions are best not considered

Those who chair meetings have a number of duties and responsibilities, among which is the obligation to declare as “out of order” motions which are negative or which concern matters beyond the scope or authority of the meeting.

It is usually easy to identify negative motions – they include words such as, “do not,” “refuse,” and “decline.” Such motions are out of order primarily because they are unnecessary: an association that is not doing something does not need a motion to continue as it is.

A motion concerning something beyond the authority of the meeting is usually also easy to identify. Committees, for example, cannot amend bylaws or elect directors; town and city councils have no authority to change federal laws or regulations.

A grey area, however, exists concerning motions involving “the board’s opinion.” No one can quarrel with the fact that every committee or board member has the right to have an opinion and express it. It’s the collective right or advisability of doing so that is sometimes questionable.

Many boards and councils have passed motions wishing someone improved health or a happy marriage. These are simple, harmless motions that do not affect or jeopardize the credibility of the group. There is, however, a type of opinion motion that is not entirely harmless. We have seen an increasing number of boards debating public issues well beyond their scope, with motions that begin with “resolved that this board (or association) deplores. . . .” These “we deplore” motions place the chair on the horns of a dilemma, for they are not clearly out of order.

In addition, they have the potential of gaining the group some publicity. But there are negative effects that must also be considered. These “we deplore” motions:

- take up time that might otherwise be better used;
- may needlessly and even permanently divide the group; and
- virtually never advance the goals or mission of the association.

Other Business

Most tentative agendas contain an item called “Other Business.” This is in recognition of the fact that those who prepare agendas cannot know the wishes and intent of everyone who will attend the meeting. Also, events between the preparation of the agenda and the date of the meeting may necessitate additions.

Because the agenda belongs to the meeting, and not to the chair, every member has the right to move that the agenda be amended by adding specific items as Other Business. This is accomplished by moving an amendment to the motion to approve the agenda. Such an amendment requires a seconder, and the item will only be added if the amendment carries.

Items of Other Business are added to the agenda during the approval of the agenda for several reasons. Because approval of the agenda is the first item of business, identifying Other Business at this time allows the chair to be better able to gauge the length of the meeting and the time which can be allocated to each agenda item. It also allows members to have thinking time or the opportunity to discuss an item informally during breaks, staff or others to have time to gather statistics and it also avoids surprises.

We recall an occasion when directors believed their meeting to be almost concluded and were in fact starting to tidy their papers, when the chair asked, “Are there any items of Other Business?” One of the members then proceeded to read a list of seven or eight contentious items he wished discussed, which the chair accepted without asking for a seconder. The meeting lasted another two hours. The member who proposed the items carried most of his points, due in part to the lack of preparation and weariness of the other members.

Identifying Other Business at the beginning of the meeting as a motion to amend the agenda requiring a seconder will prevent this type of situation.



Rule: Other Business

- I. 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.

Business Arising

A traditional item on many meeting agendas has been “Business arising from the previous meeting” or its minutes. Some associations list on the tentative agenda a number of items which they believe constitute business arising, while others simply use the heading with no supporting details. We believe that Business Arising should never be an agenda item.

Discussions under the guise of Business Arising have wasted more time and discouraged more members and staff than any other association meeting activity. This is because most boards of directors will have a few members who mistakenly believe it is their duty to receive progress reports on all association activities. Business Arising as an agenda item permits them to do this. For example, if the previous meeting decided to authorize the treasurer or staff to invest surplus funds for up to six months at the best possible interest rate, some members will want this to be an item of Business Arising at the next meeting. They will then ask the terms of investment, the interest rate, and so on. Inevitably some members will inform the meeting that a better deal could have been obtained elsewhere. This hindsight second guessing prolongs a meeting and is apt to cause those subjected to it to wonder whether being an association director – a volunteer – is really worth the aggravation.

Certainly, members of an association board of directors have a right to be informed and indeed an obligation to know what is happening and to take appropriate action. But Business Arising as an agenda item should not be used as a substitute for frequent and informative reports from officers, committee chairs and staff.

If, as in the example of a meeting action authorizing the investment of funds, members want the result reported at the next meeting, it should be done under “Finance” on the new agenda and not as Business Arising.



Rule: 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.

Motions

Many people who attend meetings are confused by motions and the rules concerning them. The most common misconception is that a motion requires only two things to be open for discussion: a mover and a seconder. Overlooked is the third and most vital element: acceptance by the chair. For example, a motion would be unacceptable if it concerned some business beyond the authority of the meeting.

Acceptance is what makes a motion a formal part of the meeting, and only after acceptance by the chair does it become open for discussion. Once a motion is accepted, it becomes the property of the meeting.

Various earlier authors have added confusion by attempting to differentiate between a proposal, a motion, and a resolution. Such arguments ignore common usage in associations. Expressions such as, “your motion is out of order,” and “the motion lacked a seconder,” clearly indicate that “motion” is a generic term for any idea or proposal formally brought forward at an association meeting.

Often after a member has moved a motion there is an awkward or embarrassing silence, after which another member will say, “I will second the motion to permit discussion.” This token seconding is ill advised, for it in fact wastes time, delays meetings, and adds to the frustration of those in attendance. It is also unnecessary. A well-prepared mover will have canvassed the members before the meeting to secure a seconder or decide to abandon his proposal. If none of the members support a motion, made spontaneously during a meeting, it does not deserve to be seconded.

It is sometimes said that movers and seconders have a moral or legal obligation to vote in favor of motions which they have moved or seconded. But this does not take into account the benefits of open discussion. Movers and seconders have the obligation to be open minded and the right to be persuaded by counter arguments.



Rules: Motions

1. To be placed before a meeting for discussion and voting thereon, three things must happen to a motion. It requires, in this order, a mover, a seconder, and acceptance by the chair.
2. When moved, seconded, and accepted, discussion may begin. The mover has the right to be both the first and the last speaker.
3. 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.

Withdrawing a Motion

Sometimes during the discussion of a motion, it becomes apparent that the meeting is not in favor and, in fact, some other course of action is preferable. The mover will often state that he or she is willing to withdraw “his motion” if the seconder will agree. Claiming title to a motion this way reveals a lack of understanding concerning motions. Once a motion is accepted by the chair, it becomes the property of the meeting. The mover and seconder do not have any proprietary right to withdraw it or alter the wording in any way.

A motion which has lost support is best disposed of by the chair calling for the vote and moving along to the next item of business.



Rule: Withdrawing a Motion

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

Motions to Amend

Amendments are specialized or restricted motions. While normal or substantive motions may address any business or matter of concern to the meeting, amendments on the other hand must address a motion under present consideration by the meeting.

An amendment cannot reverse the intent of the motion. Adding the word “not” would be unacceptable. An amendment must do one or more of the following:

1. Delete a word or words from the motion.
2. Add a word or words to the motion.
3. Delete and add (substitute different) words to the motion.
4. Divide the motion into two or more separate motions. (For example, a motion that Jones, Smith, and Brown be made honorary members might be amended by division so that the merits of each could be discussed and voted on independently from the others.)

Many inexperienced members and some chairs are under the mistaken opinion that when an amendment is dealt with, the meeting may proceed to the next item of business. This is likely to happen when the amendment is hotly discussed and the issue seems settled.

For example, it is moved that the Secretary be given a bonus of \$2,000. It is then moved that the motion be amended so that \$2,000 be deleted and \$1,000 inserted instead. The amendment is discussed, then carries. This does not mean that the Secretary is now to receive the \$1,000. It means only that the meeting has agreed to

change the wording of the motion. In fact, the motion might be defeated. It may be that the majority do not favor a bonus at all, but voted for the amendment because they preferred \$1,000 to \$2,000.

Provisions for two amendments at once and amendments to amendments, as advocated by earlier authors, only add to the burden of the chair and the confusion of members. All amendments should be disposed of one at a time. A member who disagrees with an amendment or feels that it should be improved can vote against the amendment and/or move a separate amendment after the other one has been voted on.

In the simplest of terms, an amendment is its mover's idea of how the motion might be improved. The requirement for a seconder ensures that at least one other member agrees.



Rules: 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.

Motions to Refer

The terms “to refer” and “to recommit,” as used by the parliamentary authorities, refer to types of motions made during the debate on a main motion. The principle was that during debate on a motion, a member could move that the matter under discussion be referred to a committee or other group, usually with the request that they study and report back at some future time. Some authorities ruled that motions to refer were not debatable while others contended that they were debatable only as to the terms of reference to be given to the referee or receiving committee.

In associations, many of the matters coming before the board of directors are introduced with a motion such as, “The matter of whether we buy our own building be referred to the Finance Committee.” The chair may recall having heard somewhere that motions to refer are not debatable and may so instruct the meeting in error. This is regrettable because it often results in matters being referred to committees in haste with little or no terms of reference or sense of how the directors feel about the issue. Motions to refer should always be fully discussed.

We have experienced situations when a matter totally lacking in support has been introduced at a director’s meeting with a main motion that it be “referred to the Planning Committee.” The chair then stated (in error) that the motion was not debatable. The committee to which it was referred spent several meetings preparing a report recommending that the matter not be pursued – a complete waste of time.



Rule: 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.

Motions for Tabling or Postponing

In North American usage, tabling means to postpone discussion of a motion until a specific future time or for an indefinite period.

Tabling for an indefinite period (often until the legislative majority shifts) and the corresponding rules for “removing from the table” are no doubt effective strategic moves in parliaments. They have no place in associations.

The old rules provide that motions to table indefinitely are not debatable and thus must be voted on immediately, and motions to postpone until a fixed time or date are defined as “debatable as to the time or date only.”

In practice, many chairs and members have the two types of tabling motions confused and consider all tabling motions to be not debatable. Consequently, tabling motions are almost always voted on hastily and without discussion or proper consideration. This is particularly unfortunate in those associations whose Boards of Directors meet only two or three times a year.



Rules: Motions 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.

Reports - Motions to Receive, Adopt, Accept, Approve

When a committee report is on the agenda for an executive committee, Board of Directors, or members meeting, there is often some confusion concerning how the motion should be worded to permit discussion of the report to begin.

If the report is lengthy it is likely to include more than one proposal. This means that members may agree with one part of the report while opposing another. Therefore, it is unwise to use the words adopt or approve in the introductory motion.

The first motion regarding a report is to “receive” it. Some authorities have suggested that the word “receive” is virtually meaningless since the report is already in the hands or files of the members. This argument overlooks the fact that there is a difference between the members as individuals and the members as part of the whole or quorum once the meeting is called to order. A motion to receive also thus ensures that the report – even if it is not approved – becomes a part of the minutes. If the report is lengthy, it may be attached to the minutes as an addendum.

The same distinction applies to the word “present.” In ordinary usage everyone in the room may be said to be present but in the terminology of meetings only those entitled to attend and vote are said to be “present,” any others in the room are described as “in attendance.” Similarly, while individuals “receive” everything delivered to them, wanted or unwanted, a formal assembly or meeting only receives those things which it decides by majority vote to receive.

The meeting has the option of refusing receipt by referring a report back to its originating committee or person, referring it to some different group, for example, to the Finance Committee for study, or tabling the report until some future date or happening.

Committee reports should therefore be introduced with a motion, "That the (committee) report be received." The only amendment which would be acceptable would be one to divide the report and deal with its receipt one section at a time. In most instances, this would be unwise because the motion is one of receiving and not one of approving a report.

If the meeting passes a motion to receive a report, a second motion may be made to approve, adopt, make recommendations to members, or whatever. If the meeting does not pass the motion to receive a report, it is returned to the committee or group who presented it.

It would be in order for a meeting to vote to receive a report, (and thank the committee for their work on it) and then not vote to approve, adopt, or act on the recommendations contained in the report.

This recommended sequence, receive then approve, enables the report to become part of the minutes of the meeting, the committee's efforts to be recognized, and, in the event that the recommendations are not to be acted on, this clearly becomes a decision and not a presumed oversight.



Rules: Motions 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.

Discussion

We prefer the use of the word “discussion” over the commonly used word “debate” to describe the exchange of opinions and ideas that occurs at association meetings. The use of the word “debate” suggests confrontation. This is another result of adopting rules and terminology from parliaments where the duty of some of the elected representatives is to serve as the opposition to the party in power – a situation that does not exist in associations.

Tempers sometimes flare when members disagree on motions at meetings of associations. This often results in hurt feelings, sometimes results in resignations, and always delays progress toward the goals of the association. These bad feelings almost always result because members do not follow certain rules of discussion. They address each other directly rather than through the chair, and they disagree with each other rather than with the motion.

Some of the old rule books contend that each member at a meeting may only speak once to each motion; others say twice. For associations, this is a matter which is best not codified. Certainly it will normally be quite sufficient for each member to speak twice, but there are exceptions. The ruling must rest with the chair, based on his or her assessment of the discussion.



Rules: 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.

Limiting Discussion

“Limiting Debate” and “Closure” are terms used to describe parliamentary procedures. No doubt, in legislative assemblies, with opposition parties and filibustering, they are necessary – even if often abused. But these procedures have no place in association meetings.

At association meetings discussion ends when the chair calls for the vote or question.

Many well-meaning members and chairs are confused when one or more members at a meeting call out “question.” What they are really saying is, “We are ready for the vote.”

Their comments may or may not assist the chair in deciding when to call for a vote. They do not, however, bind the chair in any way whatsoever. The chair may, in fact, caution these people not to speak out of turn and without being recognized.



Rules: 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.

Interrupt

Parliamentary rules and practice provide that members may interrupt (“Rise to Point of Order” or “Question of Privilege”) the member who has the floor for reasons of honor, dignity, safety, to point out serious errors in procedure, and for “housekeeping items” such as failure of the amplifiers. Those trained in legislative assemblies are probably able to distinguish between points of order and questions of privilege. But those who attend or chair the meetings of most associations are not so trained and cannot make such distinctions.

Members often preface their interruption with the words “Point of Order” or “Question of Privilege.” What they then say usually would not justify such an opening term.

When a member speaks without being recognized by the chair or while another member is speaking he has *interrupted* regardless of whether his reasons are justified or not. For this reason the two parliamentary terms “Point of Order” and “Question of Privilege” should not be used in association meetings. Instead the descriptive, easily remembered, and factual term “Interruption” should be used.

The procedure for “Interruption” is as follows: A member who believes he or she has a necessary reason to interrupt the person speaking says, “Mr./Madam Chair, I interrupt,” and nothing else until he or she is recognized by the chair.

The chair will then recognize the member and ask that he or she state the reason for the interruption. The chair will then act on the information or request or declare the interruption to have been unjustified, in which case the interrupter should apologize and refrain from pursuing the matter.

Under no circumstance is a member justified in interrupting merely to voice his or her disagreement with the speaker.



Rules: 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 Chair, 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.

Elections

In most associations the members elect the directors (the board) and the directors elect the officers (usually members of the board).

In associations each office should be filled by a separate nomination and election. Party tickets and slates of candidates, which are accepted practice in elections at most levels of government, have no place in associations.

In many associations, the elections are handled awkwardly and with some uncertainty as to the procedure. This is unfortunate. Election to an association board of directors or as a chair or other officer is a responsibility and an honor. Confusion about the procedure tends to detract from the honor of the occasion.

The easiest and smoothest procedure is to follow these rules.



Rules: Elections

1. Candidates become eligible for election to a board or office by a member stating, "I nominate _____ for election to the position of _____."
2. A nomination does not require a seconder.
3. The chair will indicate acceptance of the nomination by stating, "_____ 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.



Some Advice on Elections

The nominating/electing process – the getting the right people into the right positions at the right time – has an incredible impact upon association success or failure. So much so that many articles in our *Association Consultants Reports* have focused on it over the years. Some of these are reprinted here for readers' guidance.

Talent searching

We believe associations' nominating committees should be working all year and not just the few weeks before the election. There are numerous reasons for saying this, one being that member job transfers, illness or death can and do create unexpected board and committee vacancies. A second reason is that members' performances are best assessed over a period of time rather than on one occasion.

An interesting and challenging question to pose to your nominating committee is this: *What skills or viewpoints are missing from our board?* The answers can be many and surprising and could include: age; sex; political affiliation; race; religion; economic background; family size; and so on.

All too often employers and nominating committees select in their own image. It's easy and comfortable to choose someone just like you. By doing so you will understand each other, share tastes and so on. The downside is that if two people think alike all the time, then one of them isn't needed.

Representing whom?

The majority of national associations provide in their bylaws that their board members (directors) shall be elected by region or province. Thus the members in Nova Scotia nominate and elect a Nova

Scotian as their member on the national board, members in Ontario elect an Ontarian, the Albertans an Albertan, and so on.

The rationale for this system is that it prevents the members from a particular region from dominating the board. A second presumed advantage is that at board meetings the directors, coming as they do from each province, bring concerns and needs from their home areas.

This regional electoral system is well entrenched and probably here to stay. Our concern – indeed criticism – is with what happens when a regional system is practised or enforced in the election of officers.

Many associations, some by stating it in their bylaws, provide that the office of president shall be filled by a director from a specified region, perhaps moving from west to east, alternating east and west, or by some other method.

Too often we have seen a person who is clearly the best qualified to be president by-passed because “we can’t have presidents from this province two years in a row.” Such a statement cries out for someone to ask, *why can’t we?*

Those who defend the regional rotation of the presidency of an association may mean well, but logic is not on their side.

First, the directors who elect the president should recognize their duty as being to elect the best qualified person regardless of his or her home province. The second point is that the president has little personal authority – the directors approve the meeting agendas and move and second motions, which are then carried or defeated by majority vote.

Dream Teams (and Other Nightmares)

We were once with a group of association leaders who fell to discussing (and soon fantasizing) about “the ideal board of directors.” One chairman of the board of a charity dreamed of a board composed solely of generous millionaires. An executive director wished for a board that would never interfere or second guess. The group then started to list the professions and occupations of the directors who would make up their dream team: lawyer, accountant, minister, doctor, teacher, police officer. Finally, someone brought the group back to reality.

“Why choose these types?” she asked. “What do you want at a board meeting? Will the minister lead you in prayer, the lawyer keep you out of jail, the doctor heal your sores while the accountant balances the books and the police officer thwarts the robbers?” As the laughter faded, she added, “What I want are people who are dedicated, have a good measure of common sense and have time and experience to bring to the table.”

Nominating – A Standing Committee

Does your association name its Nominating Committee chair and members a few weeks before the annual meeting and elections? If you do, you are in a majority.

We are suggesting a better way. If you are going to have a nominating committee anyway, why not name it at the beginning of the year? There are a couple of key advantages. First, the nominating committee will start to think of themselves as talent scouts rather than seat fillers. Second, the nominating committee will be in place and ready to act quickly when those unexpected mid-year vacancies occur.

The People’s Choice?

Virtually every association’s bylaws state, “the members shall elect (annually or some other timeframe) the members of the board of directors.” The word *elect* would suggest ballots, vote counting,

possibly even election campaigning. Association leaders know, however, that in many, if not most associations, the operative word should be *acclaim* rather than *elect*.

What usually happens is this: a nominating committee determines the number of upcoming vacancies (expired terms), asks current board members if they are interested in serving another term, and then seeks out and/or interviews prospective members until they have enough candidates to fill all the available seats or positions. The nomination committee's list is then presented to the membership.

(It is worth noting that this "candidates' list" is often erroneously called a "slate of candidates." "Slate" is an inappropriate word as it is drawn from political parties where members are asked to support the entire party ticket or slate.)

The membership, on receipt of the list of nominated candidates, is usually invited to nominate additional candidates. Depending on the bylaws, these nominations may be made in writing by a specified date or at the annual meeting where the process is called "nominations from the floor."

Regardless of the bylaw provisions, the fact is that additional nominations are seldom made. Thus there are no ballots, there is no voting and the nominated candidates are declared elected by acclamation.

Defenders of this procedure argue that if and when the membership becomes dissatisfied, they will rise up, nominate others and vote the "bad board" out of office.

While it is true that this has happened in the past and can happen again, it is also true that by the time the members "rise up" an association is usually in dreadful trouble, probably terminally ill.

The real problem with acclamation is that the member elected by acclamation may be someone whom the majority would rather not have, yet somehow he or she has the position by default.

We know of two procedures to prevent filling vacancies with persons the members would rather not have:

1. Require the nominating committee to nominate more candidates than there are vacancies on the board of directors. This guarantees an election even when (as is so often the case) there are no nominations from the floor.
2. In a situation where the number of candidates only equals the number of vacancies, print and distribute ballots on which the members will vote yes or no beside each name. Then only acclaim those who receive more yes votes than no votes.

An Open Letter to Association Members

Dear Fellow Member:

Sometime during the next few days or weeks a member of the Nominating Committee is going to call you to ask if you are willing to stand for election to the Board of Directors. You may want time to think it over. Many of us did likewise when we were first asked. This letter is intended to provide you with some food for thought as you ponder your decision.

So what should you consider when deciding whether or not to accept the nomination?

Obviously, the association is worthwhile or you wouldn't belong. Equally obvious is the fact that the Nominating Committee believes that you have something to offer. So let's accept that and focus instead on you. *What's in it for you?*

I think the answer is, *much!* Here's a run-down on just some of the management, human resources and communications areas you'll encounter – and the corresponding skills and experience you'll acquire.

- ▶ *Planning* – every organization, whether for profit or not, has to have a plan if it is to survive. To be part of the group developing a plan, setting goals and measuring the results is an exciting learning experience. Planning is a skill that can be applied in a host of situations.
- ▶ *Finance* – even if you aren't a member of the board's Finance Committee, being part of the budget review, approval and monitoring process is an enriching process.
- ▶ *Chairing a Meeting* – first by watching, and then by doing, often at the committee level, most directors learn how to (and at times how not to) chair a meeting. Those who experience chairing a meeting for the first time invariably find that it's not as easy as it looks. It's really the art of thinking on the job while still maintaining fairness and impartiality.
- ▶ *Supervision* – as a member of the board to whom the executive director reports, you are part of a collective "boss" as well as the Human Resources Department. You will likely be involved in performance reviews and salary discussions/negotiations.
- ▶ *Presentation Skills* – as a board member you will notice some of your fellow directors whose proposals are almost always accepted while others are seldom so fortunate. Eventually you will see that the difference is more than luck. You will observe and then practice the sales techniques of preparation, testing, presentation and convincing argument. Many highly successful business people developed and honed their skills in an association boardroom.

- ▶ *Teamwork* – all effective boards are teams. Working as a team member is a great experience. The ability to function as a team is the major difference between success and failure in associations, businesses, political parties, and even families.
- ▶ *Public Speaking* – whether it's by introducing or thanking speakers, proposing a toast, saying grace or reporting to the membership, most association directors improve their platform confidence during their time on the board. It's a skill that lasts a lifetime and is useful in both business and social settings.
- ▶ *Leadership* – as a director you will be one of your association's leaders, working and associating with other leaders. Franklin Field was right when he said, "Few people are born leaders. Leadership is achieved by ability, alertness, experience and keeping posted; by willingness to accept responsibility, a knack of getting along with people, an open mind and a head that stays clear under stress."
- ▶ *Planning, Finance, Chairing, Supervision, Presentation, Teamwork, Public Speaking, Leadership* – the list sounds like a course in Business Administration. Which is why staff recruitment specialists attach importance to an applicant's resume when it lists serving on an association's board of directors under "experience."

In addition to the development of managerial skills, there are other benefits to serving as a director. Consider these more personal ones:

- ▶ *Circle of Friends* – at your first few meetings your fellow directors will be mostly strangers, but over the years and meetings friendships develop. Not uncommonly some of these will last a lifetime, continuing long after your terms as directors have ended.

- ▶ *Travel and Family* – most local or provincial associations are part of larger national, international or parent bodies. Inevitably, some of the more capable local leaders will move on to the larger scene. This will involve travel and conferences at which spouses and children are included – learning experiences for all!

So there you have it! Should you accept the nomination? The decision is yours – don't miss it for the world.

Voting Methods

There is a wide difference between how voting must be conducted in legislative assemblies and how it should be done in associations. In legislatures, the members represent not themselves but the electors who placed them there. How members of parliament vote on each issue is and should be a matter of public record. The members' supporters as well as their opponents have every right to quote the record when it comes time for re-election.

At an association general meeting, every member is equal and represents only himself or those whose proxy he holds. In such a setting, no member has any need to explain or defend his preference on any issue. Because associations are not concerned with profits or share values, members at general meetings should, on request, be entitled to a ballot vote on any issue before the meeting.

Ballot voting has no place in a directors' meeting because those who elect directors have a right to know how their representatives have voted.

Voting is a formal expression of members' wishes or opinion concerning some question submitted for decision. Although voting takes place in associations for the election of directors and officers, the more frequent or normal voting concerns motions.

There are several levels of voting formality which may be used. From the simplest to the most sophisticated, these are:

- ▶ **Consensus.** When the chair believes that the mood or "sense of the meeting" is obvious, he or she may simply declare that, "The consensus is that the motion carries."

- ▶ **Voice Vote.** On occasion the chair will say, “Those in favor say aye, those opposed say nay,” and then announce the results based upon his or her assessment of the volume of each response. Voice votes are often used at general meetings, seldom at board meetings.
- ▶ **Show of Hands.** This is the most common voting method in associations. The chair states, “Those in favor please raise their hand,” then, “Those opposed please raise their hand.” Often the secretary of the meeting will assist the chair in making the count. The chair announces the result.
- ▶ **Poll.** This is the most accurate voting method at a directors’ meeting. A poll is conducted by the chair calling upon each director to say whether in favor, opposed, or abstaining. At a meeting of members, the chair may ask those in favor and those opposed to gather in opposite parts of the room.

Because of the possibility of error in consensus, voice votes, and show of hands, any member may demand a poll provided the request is made immediately after the result is announced. Such a demand does not require a seconder and invalidates the result of the previous vote or consensus.

- ▶ **Ballot.** This voting method uses pieces of paper distributed, marked, and counted in such a way as to provide secrecy.



Rules: 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.



Advice on Abstaining from Voting

This article appeared in *The Association Consultants Report*:

Right to Abstain

One of our American subscribers asked us to comment on “a person’s right to abstain from voting.” We are pleased to oblige.

With very few exceptions (which we’ll discuss later), it may be safely said that every member, whether at a general meeting or a board meeting, has the right to abstain from voting. In some cases, it may even be an obligation.

Voting is in effect the opportunity or right to declare that one does or does not agree with a proposal (motion) before a meeting or, in the case of an election, with a candidate. What should a responsible person do if he or she has insufficient information on which to

base a decision or, facing many conflicting yet equally sound arguments, says, “I don’t know?” Abstaining is the third – and often neglected option.

A couple of examples from our personal experience come to mind:

- Some years ago we moved to a new city in the midst of a hotly contested municipal election. Although we were on the voters’ list, we had no knowledge of the issues or candidates.
- As a past chair and life member of a professional association, we now find through distance and the passage of time that we know none of the candidates in the election of directors.

Surely in both of these examples, the prudent, logical and fairest thing to do is not vote.

Association leaders should be sensitive to the number of directors who abstain on any major issue. A vote with results like, “Yes – 5; No – 3; Abstain – 7”, is an almost certain indication that members have not received enough information on the motion.

We only know of one example of when abstaining is not a voting option. It occurs in some of the professional associations when the directors are asked to vote on the recommended expulsion of a member and the bylaws require that each director sign a “resolution page” on which there are only two columns: “In Favor” and “Opposed.”

Cumulative Voting (A Voting Method)

When associations conduct voting by mail for the election of directors, the system tends to work in favor of candidates from larger cities or chapters and against any candidate from a smaller group. This is not the reflection of any intentional prejudice but simply because a voter entitled to vote for six candidates out of eight on a ballot must vote for five people who are running against his favorite local candidate.

Cumulative voting is a system that permits members to cast the total number of votes that they have for a single candidate, thus enabling minority groups within an association to elect people to the board. The system could be described as horizontal voting. The following example illustrates Cumulative Voting.

Ballot for Non-Cumulative Voting

Mark 6 Xs only	
<u>Candidate</u>	
A	X
B	
C	X
D	X
E	X
F	
G	X
H	X

Ballot for Cumulative Voting

Mark 6 Xs only	
<u>Candidate</u>	
A	
B	
C	XXXXXX
D	
E	
F	
G	
H	



Rule: Cumulative Voting

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

Tie Votes

Existing rule books have little or nothing to say on the subject of tie votes.

Most associations' bylaws contain a statement such as: "in the event of a tie vote the chair shall cast a second vote." In fact, however, in North American practice, the chair normally does not vote.

Some writers on the subject of tie votes have contended that a chair has an obligation, moral or legal, to cast his or her "second or deciding" vote in favor of the status quo. This advice is illogical, for many questions before a meeting do not have a status quo (for example, do we rent Building A or Building B when it is impossible to remain in our present location?). And even when there is a status quo, a requirement that the chair always votes in a certain way is to mechanize the role of the office and remove the exercise of judgment.

Most chairs are ill at ease when a tie vote occurs. This is understandable because the tie vote forces the chair to show preference, which is contrary to his or her normal position of impartiality. When a tie vote occurs in an election, our strong recommendation is that the chair flip a coin in order to avoid having to choose one member over another.

Regardless of how the decision is reached, one of the duties of the chair is to resolve the issue when a tie vote occurs.



Rules: 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.

Conflict of Interest

What constitutes conflict of interest is a legal question and its definition may vary slightly from jurisdiction to jurisdiction. In general, conflict of interest means that a member has two opposing obligations.

An example might be a fuel oil dealer who is also a member of a school board. When the question of purchasing fuel oil for the schools comes up on the school board's agenda, the member has a "conflict of interest." On the one hand he has an interest in increasing his fuel oil business, but he also has a legal obligation to see that the school board spends the monies entrusted to it as prudently as possible. He also has a moral obligation not to be presumed to be using his board position to directly advance his business interests to the disadvantage of his competitors.

In such a situation, the board member should declare to the meeting, when the agenda is being approved, that he has a conflict of interest concerning this item. Having declared the conflict of interest, he may neither move, second, speak nor vote on any motion or amendment made concerning this agenda item.

Whether a member should ask to be excused and leave the meeting during the discussion depends on the sensitivity of the issue. Certainly leaving the meeting is the safest course of action.

In any event, the minutes should record that the member declared a conflict of interest and refrained from any participation in the discussion and vote (or left the meeting).

Members who have declared a conflict of interest are still counted in determining whether a quorum is present.



Rules: 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.

Proxies

The word proxy has two meanings. It can mean a person empowered by another to act for him, or it can mean the instrument conferring that power.

In associations, there are two schools of thought concerning whether proxies are a good idea. Proponents argue that a bylaw provision for proxies enables the most distant, handicapped, or impoverished member to be represented at a general meeting by having another member vote on his or her behalf. The counter arguments are that proxies encourage or facilitate non-attendance and that those who give their proxy cannot possibly know everything that will be discussed at the meeting, and hence know in advance how best to cast their votes.

Associations should ensure that their bylaws are specific, and not silent, concerning proxies. In many jurisdictions the law will permit a member to empower any other person (whether a member or not) to attend on his or her behalf unless the association's bylaws provide otherwise.

The bylaws should specify:

- whether or not proxies are permitted; and
- if permitted, whether or not the proxy holder must also be a member.

In any event, proxies apply to members' meetings, general meetings and special general meetings only. Proxies are not permitted at board or committee meetings. A director cannot delegate the responsibility to serve in an office to which he or she has been elected or appointed.

Associations that permit proxies often urge their members to submit them, usually by mail, with the assurance that the proxy may be revoked if the member attends the meeting in person.



Rules: 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.



Some Advice about Proxies

Because the bylaws of many non-profit organizations permit their members to appoint a proxy to attend meetings of members and vote on their behalf, it is a good idea to require that the person to whom the proxy is given must also be a member. This prevents a disgruntled member from appointing a "professional agitator" as his proxy. Check your bylaws – and close the loophole.

Majority

It is perhaps in the rules regarding majority that the inappropriateness of the older rules is most apparent. The old rules call for a two-thirds majority for Limiting Debate, Objection to Consideration, Creation of Special Orders, Suspending the Rules, and Postponing Special Orders. This requirement is a clear denial of the natural justice of majority rule and has at times led to a minority rule with a resulting detrimental effect on association membership and growth.

These special provisions may be suitable in legislatures which have speakers, clerks of the house, and opposition parties and where the session or meeting lasts for weeks or months.

But requiring a two-thirds majority runs contrary to the actual situation and needs of associations – where there are chairs, where agendas are approved, where the chair may be challenged, and where meetings are infrequent.



Rules: 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.

Rescind, Reconsider

Members at meetings are really no different from people in any other setting – they sometimes change their minds. Two types of “changing minds” occur from time to time in associations. Because they are different, two different rules are required.

The first and more common situation is when members wish that some motion made at the previous meeting had not been approved or defeated. This usually happens after the directors have had the opportunity to discuss the matter with other members, seek professional advice, observe conditions, or when they simply change their minds.

In any event, members must bear in mind that the minutes must be approved or corrected based on whether or not they accurately describe the decisions made at the previous meeting. Therefore, the minutes must be approved before any question of rescinding or reconsidering can take place. After the minutes have been approved, it is in order for any member to move that a motion passed or defeated at the previous meeting be reconsidered, provided (if passed) it has not been acted on. If seconded and accepted by the chair, discussion and a vote can take place, which may result in a decision to reconsider the motion.

The second and less common situation is that a member or members change their minds during the meeting at which some motion has been disposed of, passed, or defeated. When this happens, it usually occurs after a recess, luncheon, or other break, during which members have received additional information not brought out or available during the discussion on the motion.

While both members and meetings do indeed have the right to change their minds, it is incumbent on the chair to ensure that an actual change of mind has taken place and that those who opposed the majority originally are not merely attempting to prolong the discussion or obtain a second chance to frustrate or delay the wishes of the majority.

The legitimacy of the change of mind can be ensured by requiring that a motion to reconsider a motion dealt with earlier at the same meeting may be made only by a member who originally voted with the majority. Any member (regardless of how he or she previously voted) may second a motion to reconsider.

When a motion to reconsider has been seconded and accepted by the chair, it is open for discussion and subject to the same rules as any motion. If the motion to reconsider is passed, the motion being reconsidered is then restored to its status before the first vote was taken.

Motions being reconsidered may, therefore, be amended, tabled, referred, carried or defeated.



Rules: 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.

Challenge the Chair, Appeal the Ruling

At association meetings, the chair wields a great deal of delegated authority. Indeed, the association process would break down if members failed to respect the chair.

However, the system would also fail if the chair were held to be infallible or above question.

A cardinal principle in associations is that the ultimate power and authority rests with the members. Although the members have delegated much of this power to the chair, they nevertheless retain the right to question and on occasion overrule the chair's decision.

When a member sincerely believes that the chair's decision or ruling constitutes an error in procedure, he or she may interrupt by saying, "I challenge the chair," and then briefly and politely state why.

If the challenge is not seconded, the matter ends and the chair's decision stands. If the challenge is seconded, the chair must either: a) change his or her ruling based on the reasons advanced by the challenger; or, b) put the matter to a vote of those at the meeting.

The chair may wish to briefly state the reasons for his or her decision, but under no circumstances are the chair and the challenger permitted to debate their positions. The chair calls for a vote by saying, "Those in favor of the decision of the chair so indicate. Those opposed to the decision of the chair so indicate."

The chair then announces the result as, "The decision of the chair is sustained," or, "The decision of the chair is reversed." The business of the meeting should then proceed with no further discussion of the matter.

We know of a board meeting of a professional association at which the chairman offered his resignation as the result of a challenge which was supported by the majority. This was, of course, a regrettable over-reaction based on the chairman's incorrect assumption that the situation was parallel to a parliamentary vote of non-confidence. It serves, however, to reinforce the point that challenges should not be made lightly, nor should they be taken personally by any of the parties involved.

As with any challenge of authority, to be effective it should be infrequent. Members should use discretion in deciding when to challenge. The procedure does not exist for the satisfaction of every member who fails to get his or her own way.



Rules: 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.

Dissent

In normal usage the word dissent simply means to differ in thought or opinion. Everyone who votes on the minority side of any issue could be said to dissent from the majority.

In associations, however, the word dissent has taken on a narrower and more specialized meaning. “Dissenter” now means a member who disagrees so strongly with the decision of the majority that he or she wishes to be recorded in the minutes of the meeting as disagreeing.

On occasion a dissenting member will believe that the association is going to incur some legal liability resulting from a majority decision and is understandably anxious to be recorded as not agreeing. More often, however, the request to be shown in the minutes as a dissenter is made by an irate member disappointed because his or her arguments failed to sway.

A member who is absent from a meeting may, when he or she reads the minutes thereof, believe that the association has placed itself in jeopardy through a decision made at that meeting. In some jurisdictions a member in this situation would be liable in any legal action brought against the association regardless of the member having been absent, unless the member’s subsequent dissent is recorded.



Rules: 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 by 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.

Members' Rights Regarding Visitors

Often the business of a meeting can be expedited by the presence of non-members. For example, a board meeting might be attended by committee chairs, accountants, legal counsel, staff or other persons who can inform or report to the board.

Normally, visitors enter and leave meetings in an informal way and if not acquainted with the members, they are introduced by the chair. Visitors are often invited, by the chair, to take part in the discussion, but they cannot move or second motions nor can they vote.

Consistent with the principle that association meetings belong to the members entitled to attend and vote thereat, it follows that visitors are present or excluded in accordance with the wishes of the members. Members therefore have the right to request, through the chair, that visitors be asked to leave the meeting or not be admitted in the first place.

As with other association situations, this is a case of majority rule. A few objecting members do not have the right to deny the majority the benefits of a visitor's contribution to the proceedings.

When there is a member's request to exclude a visitor or visitors, the chair will ask the member's reason for the request and then either make a ruling or ask the members present, "What is your pleasure." The chair will then proceed in accordance to the wish of the majority.



Rules: 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.



Some Advice on Who May Attend

One and Only

An association president (chair) once wrote for our advice on the following situation: "Our bylaws provide for a board of 16, composed of 15 elected directors plus the immediate past president. Our problem is that my predecessor has moved several thousand miles away and is too busy to attend even if we could afford the travel costs, which we can't. Could we offer the vacant seat to one of the popular presidents of a few years ago?" Our answer was "no." Here's why.

There can only be one immediate past president – and that is the person who held the office of president immediately prior to the present incumbent.

We understand and support the directors' desire to have a past president – a seasoned and experience person – as part of the team. Although the bylaws would prevent appointing anyone other than the immediate past president to be a voting member of the board, the board has the right to invite non-voting guests to any or all of its meetings. It can also provide guests with notices of meetings, agendas and minutes. They can be treated as a director with one exception: they have no vote.

The board should use good judgment in selecting one or more former past presidents to be "guest advisors" for a year. Feelings can easily be hurt.

Staff Attendance at Board Meetings

An executive director and long-time subscriber to *The Association Consultants Report* once asked for our thoughts and comments on staff attendance at board meetings.

He was employed by a provincial association with a staff of four. The twelve-member board of directors meets quarterly. The executive director attends all board meetings, as does his administrative assistant who serves as recording secretary. His question was whether or not a third staff member should be asked to attend board meetings on a regular basis. He wondered whether having three of the four staff members in attendance would, as he said, "blur the reporting line."

It's a good question. Certainly our friend is not the first executive director to have these concerns. But like so many issues in association management, there is no clear-cut answer.

If it were possible, and it often is, for the entire staff to regularly attend board meetings, just think of the advantages. The first one may be that the staff get increased awareness and appreciation of the amount of time and effort donated to the association by the

Volunteer leaders. The second advantage may be that staff will better understand the pressure and demands that the executive director is under. The third advantage is that the board members will have an enhanced awareness of what fine, capable and dedicated men and women staff their association office.

But as we said, there are other factors to consider. From a legal or technical perspective, only the directors attend board meetings as a right; all others do so as a privilege or board requirement. Only the directors are recorded in the minutes as present or absent. Any others, including the executive director, are recorded as in attendance. Only the directors may move or second motions and vote thereon.

From a practical perspective, it makes sense to have a competent staff person serve as recording secretary. From a “human” perspective, there are some other realities to consider. Here are four examples:

Relationships change in a boardroom setting. In the association office, the executive director is king or queen of the castle, clearly the employer and boss. In the boardroom, however, the executive director is clearly an employee whose word is not the final one. Some executive directors dislike having their subordinates see them in a subordinate role.

Occasionally, friendships and/or romances develop between a staff member and a board member. It’s hard (if not impossible) to discipline or dismiss, for cause, an employee who has developed strong social friendships with directors who might or will rush to his/her defense.

Some executive directors we have known used the fact that their deputy attended board meetings as a way to “test the waters” without taking any risks. We served on a social service agency board a

few years ago where a regular agenda item was, “Report of the Assistant Executive Director.” Often the so-called “report” contained in fact one or more recommendations. If accepted, the executive director took the credit. This continued until at one meeting a director said, “With respect, I really don’t care what the assistant executive director recommends. He reports to the executive director not to us. I want to know what the executive director recommends and why.”

Board members have been known to pose their questions directly to subordinate staff members who attend board meetings, by-passing the executive director. The way to prevent this is for the chair to insist that questions be directed to the senior staff person who has, of course, the option of requesting assistance from one of his/her subordinates. The executive director is responsible for controlling any staff member who consistently speaks out of turn.

So, what’s the answer to our friend’s question? From our perspective, striking a balance that enhances the positive aspects of staff attendance and minimizes the negative, is the key. The overall goal is for board and staff to work together as an effective, productive team – ‘cause that’s what it’s all about.

Vote of Thanks

Frequently at association meetings, a member will rise and say, “I move a vote of thanks to –.” The person being so honored is normally a retiring officer or the chair of a committee which has done a particularly fine job.

The “motion” for a vote of thanks is usually followed by applause and the chair’s request that the thanks of the group be relayed to the recipient and recorded in the minutes.

Members are sometimes puzzled by the fact that in these instances there is no seconder, acceptance, discussion, or vote on what is described as a motion. The reason is this: if the chair were to call for all the normal steps to be taken, including asking if any members are opposed, the spontaneity and impact of the honor would be diminished.



Rules: 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.

Side Meetings

Have you ever attended a meeting where the person who has the floor cannot be heard because two or more people are talking at the same time? There is nothing quite so annoying as members who hold side meetings during a meeting. As a solution to this problem, the chair should ask the offending members to stop talking.



Rules: 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.

Next Meeting

When setting the date for the next meeting, it is preferable that the chair coordinate this before the current meeting is adjourned. If the date for the next meeting is not set before everyone leaves a meeting, it will be much more difficult later on to determine a convenient meeting date.

In addition, if the chair is aware that several members will be leaving a meeting early, it would be appropriate to coordinate the selection of the next meeting date before these members depart.



Rules: Next Meeting

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

Recess, Adjournment

There may still be some confusion in members' minds concerning adjournment and recess. The most common error is that of referring to a "recess" as an "adjournment."

A "recess" is any break or intermission in the progress of a meeting, after which the meeting resumes from the point at which the recess was declared. The usual reasons for a recess are to provide a break for refreshment, lunch, or dinner, or an overnight break in the case of a two-day meeting. A recess is also an effective means of restoring order.

An "adjournment" is the conclusion of a meeting. Any item on the agenda which has not been dealt with can be considered at a subsequent meeting only if the members at that meeting accept it as an item on their agenda.



Rules: 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.



Rules: 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 where order cannot be restored.
 - b. An emergency exists, such as fire or flood.
 - c. All the business on the approved agenda has been concluded.

Differences Between Board Meetings and General Meetings

There are differences between the rules and practices which apply at board of directors' meetings and general meetings of members.

Who May Attend

- ▶ **Board Meetings** – Only members of the board of directors (sometimes called board of governors or board of regents) have the right to attend and vote at board meetings. Association staff, general members, committee chairs, legal counsel or others who attend from time to time do so as a matter of privilege and not as a right. Proxies are not permitted at board meetings.
- ▶ **General Meetings** – Every member in good standing is entitled to attend and vote at general (annual or special general) meetings of an association. Proxies may be permitted at general meetings. In many jurisdictions, the association auditor has the right to attend the annual general meeting.

Voting Methods

All or any of the various voting methods – consensus, voice, show of hands, poll and ballot – may be used at general meetings. Ballots are not permitted at board meetings other than for the election of officers. This is because directors have a right to know how their peers vote on each issue.

Notice of Meeting

In associations having a large number of members, the bylaws or governing statutes often provide that the notice of general meeting may be published in a newspaper, magazine, or journal in-

stead of having to be mailed to each member. No similar provision should apply to notices of board meetings.

Conflict of Interest

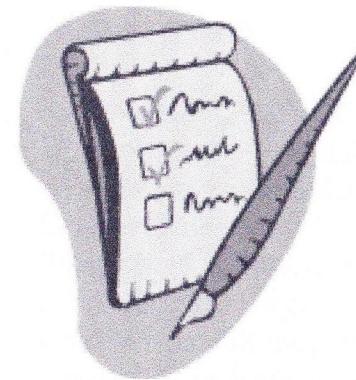
Directors who have a conflict of interest regarding any item of business coming before a board meeting must declare the situation and refrain from participating in the discussion and voting. This is because directors should not use the office which they hold in an association to advance their own interests. The conflict of interest rules do not apply to members at a general meeting, although they still apply to directors and officers at such a meeting.

Quorum

At general meetings it is customary for the chair to make a formal declaration that a quorum is present. In large meetings there may be counting clerks at the entrances who will report their totals to the chair. Obviously such formality is not necessary at board meetings where everyone can quickly see whether or not a quorum is present.

PART 3

The Rules in Play



A Directors' Meeting

Note: The following script is for illustration and teaching purposes. It has been designed to show many of the rules and their application, and how they relate to the minutes. Rarely, if ever, would all or even most of these situations develop at any one meeting.

There is to the best of our knowledge no “Central Development Association” and it and the persons in the script stem from our imagination.

Notice of Meeting

CDA

**CENTRAL
DEVELOPMENT
ASSOCIATION**

August 15, 2005

Manfred Hans, Chair of the Board of Directors of the Central Development Association, has called a meeting of the Board of Directors to be held on Tuesday, September 15, 2005, at the Downtowner Hotel, Eastville, beginning at 9:00 a.m. It is expected that this meeting will adjourn by 5:00 p.m. Lunch will be provided.

Those unable to attend are requested to contact the Association office before September 10.

Central Development Association
1212 Main Street, Eastville, ON N4K 6P3

Proposed Agenda

CDA

**CENTRAL
DEVELOPMENT
ASSOCIATION**

August 15, 2005


Proposed Agenda

Board of Directors Meeting, Central
Development Association, Sept. 15, 2005

1. Call to Order 9:00 a.m.
2. Opening Remarks from the Chair
3. Approval of the Agenda
4. Approval of the minutes of the previous meeting of August 1, 2005.
5. Bylaw revision – see attached.
6. Election of Vice Chair.
7. Fund raising campaign.
8. Planning Committee Report – as circulated.
9. Other business.
10. Date and time of next meeting.
11. Adjournment.

Central Development Association
1212 Main Street, Eastville, ON N4K 6P3

A DIRECTORS' MEETING SCRIPT

 **Call to Order**

Chair: Ladies and Gentlemen it is now 9:15. I have delayed starting our meeting by 15 minutes because the congestion in the parking area has delayed the arrival of some members. I now call this directors' meeting to order.

 **Opening Remarks**

Chair: I welcome to our meeting Mr. Gold and also Mr. Hunter who was unable to attend previously. Please note that we will recess at 12 noon to attend the luncheon of our Central Chapter. We will reconvene at 2 p.m. It is my hope that we will be able to complete our business before 5 p.m.

 **Agenda**

Chair: May I have a motion for the approval of the agenda?

Mrs. Jones: I so move.

Chair: Thank you. Is there a seconder?

Ms. Lee: I second the motion.

Chair: It has been moved and seconded that we approve the agenda as circulated. Discussion?

 **Other Business**

Mr. Gomez: Mr. Chairman, I move that the agenda be amended by the addition of "Annual Dinner Dance" as an item of Other Business.

Chair: Thank you. Is there a seconder?

Mr. Davis: I second.

Chair. It is moved and seconded that we add “Annual Dinner Dance” as an item of Other Business. Is there any discussion? I will then call for the question on the amendment. Those in favor please indicate by a show of hands. Opposed? The amendment carries.

Deleting an Item

Mr. Cowan. Mr. Chairman, I see that item number 5 on the tentative agenda is the question of bylaw revisions, which I don’t think we should discuss until we have a report from both our Bylaws Committee and our legal counsel. I therefore move that the agenda be amended by the deletion of this item.

Mrs. Smith. I second the amendment.

Chair. It is moved and seconded that the agenda be amended by deleting item number 5, bylaw revisions. Discussion? (Discussion ensues.)

I will now call for the question. Those in favor. Those opposed. The amendment carries.

Is there any discussion on the motion to approve the agenda as amended? There being none, I will call for the question of approving the agenda with the two amendments.

Those in favor. Those opposed. Carried.

Minutes

Chair. Our next item of business is the minutes of our previous meeting, August 1, 2005. May I have a motion.

Miss Evans. Mr. Chairman, I move that the minutes be approved as circulated.

Mrs. Jones. I second.

Chair. It has been moved and seconded that the minutes of August 1, 2005, be approved as circulated. Are there any errors or omissions?

Mr. Cowan. Mr. Chairman, I believe that the budget figure on Page 3, Item 83032 should read \$10,000 and not \$100,000.

Correcting an Error in Minutes

Chair. Thank you. I see that our Treasurer wishes to comment.

Mr. Davis. Mr. Chairman, Mr. Cowan is correct. I noted the same error.

Chair. The Secretary will please make the correction. Are there other comments? Those in favor of approving the minutes as corrected please signify. Thank you. Carried.

(The Chairman now signs the minute book and initials the corrected figure.)

Our next item of business is the election of a Vice-chair.

Miss Wilson. Mr. Chairman?

Chair. Yes, Miss Wilson.

Motion to Reconsider

Miss Wilson. My apologies for interrupting, Mr. Chairman, but before moving to new business, there is a motion in the minutes just approved which I believe should be reconsidered.

Chair. Please proceed.

Miss Wilson. Mr. Chairman, I move that the motion Item #B-8977 be reconsidered.

Chair. In as much as the decision has not been acted on, your motion is in order. Is there a seconder?

Mrs. Cardinal. I second.

Chair. Thank you. It has been moved and seconded that the motion Item #B-8977 be reconsidered. That motion reads, “That our Winter Conference be held in mid-November.” Discussion? (Discussion ensues.)

I will call for the question. Those in favor of reconsidering the motion Item #B-8977, “That our Winter Conference be held in mid-November,” please so indicate. Thank you.

The motion to reconsider carries and the original motion is now restored to its status before the vote was taken on August 1st. Mr. Davis, did you wish to speak?

Mr. Davis. Yes, Mr. Chairman. I move that the motion be amended by deleting the word “November” and inserting the word “December.”

Mr. Cowan. I second the amendment.

Chair. It has been moved and seconded that the motion be amended by deleting the word “November” and inserting the word “December.”

Comments Out of Order

Mr. Kowalski. Mr. Chairman, I disagree with the entire proposal because I don’t think that the conference should be held in such a small city.

Chair. Mr. Kowalski, I am sorry but your remarks are out of order. We are now discussing the amendment only. Do you wish to comment on the proposed change from November to December?

Mr. Kowalski. No, Mr. Chairman.

Chair. Is there any other discussion on the amendment? I will therefore call for the question. Those in favor. Those opposed. Carried.

I will now ask for discussion on the motion as amended. Mr. Kowalski you have the floor.

Mr. Kowalski. Mr. Chairman, I oppose this motion because of the city where it is to be held.

Chair. I see that several of you have your hands raised, I will call you in the following order, Mr. Lee, Miss Wilson, Mr. Davis....

Ms. Lee. Mr. Chairman, I agree with the motion because I think.... (Discussion.)

Chair. Does anyone else wish to speak to this amended motion? I will therefore call for the question. The amended motion is that our Winter Conference be held in mid-December. Those in favor of the amended motion please raise your hands. Opposed? The motion carries.

Election

Chair. Our next item of business is to elect a Vice-chair to fill the balance of the term of Mr. Brown, deceased. May I have nominations.

Mr. Gomez. Mr. Chairman, I nominate Miss Gordon for election to the office of Vice-Chair.

Chair. Miss Gordon do you consent to your nomination?

Miss Gordon. Mr. Chairman, although I appreciate the honor of this nomination, I must decline because of heavy travel commitments in my own business.

Chair. Thank you. Further nominations?

Mr. Davis. Mr. Chairman, I nominate Mr. R. Reilly.

Chair. Mr. Reilly do you consent to your nomination?

Mr. Reilly. Yes, I do.

Chair. Are there other nominations? There being none, I declare nominations closed and Mr. Reilly elected Vice-chairman by acclamation. Congratulations, Rick.
Our next item of business is our fund raising campaign.

Motion Out of Order

Miss Wilson. Mr. Chairman, I move that we do not have a campaign this year.

Chair. Miss Wilson, your motion is worded in the negative and I must declare it out of order. Members opposed to a fund raising campaign are free to vote against any motion for the holding of a campaign.

Challenge the Chair

Miss Wilson. With respect, Mr. Chairman, I challenge your ruling that my motion is out of order. We have had a campaign for several years and my motion is that now is the time to stop.

Chair. There has been a challenge to the Chair, is there a seconder?

Mr. Cowan. I second.

Chair. I will call for a vote on the challenge. Those in favor of the ruling of the Chair, please so indicate. Those in favor of the challenge so indicate. The challenge has not been sustained

and the ruling of the Chair that Miss Wilson's motion is out of order stands.

Motion

Miss Evans. Mr. Chairman, I move that a fund raising campaign be held next year a target of \$25,000 by June 30.

Chair. Is there a seconder?

Mrs. Jones. I second.

Chair. It has been moved and seconded that a fund raising campaign be held next year with a target of \$25,000 by June 30. Discussion?

Ms. Lee. Mr. Chairman, I agree with the motion because with a fund of that size we can be more selective in our choice of projects.

Personal Remarks Out of Order

Mr. Mason. Charlie, you are wrong. What you just said is the reason not to have a campaign. Why do you want to raise money before you know how it will be spent?

Chair. Mr. Mason, your remarks are out of order! I will ask you to address the Chair and confine your remarks to the motion under discussion and not to your fellow directors.

Mr. Mason. My apologies, Mr. Chairman.

Request for Vote Denied

Members. Question! Question!

Chair. I am not calling for the question yet as I see several members who wish to speak have not yet had the opportunity to do so. The discussion will continue. (Discussion continues.)

 **Tie Vote**

Chair. I will now call the question. The motion is that a fund raising campaign be held next year with a target of \$25,000 by June 30. Those in favor please so signify. Those opposed. There appears to be a tie. I will take the count again. Will those in favor of the motion please raise one hand and leave it raised during the counting. Thank you. And now those opposed. The count remains a tie. As Chairman, it is my duty to cast the deciding vote, which I do in favor of the motion. The motion carries. Our next item of business is the rather lengthy report of our Planning Committee. It is our pleasure to have Mr. Gold, the Chairman of our Planning Committee, as our guest this morning. Mr. Gold, you have the floor.

 **Visitor Speaks**

Mr. Gold. Thank you, Mr. Chairman. Our committee report has been distributed to the Board members and I will attempt to answer any questions concerning it.

 **Motion to Receive**

Chair. In order to begin discussion would someone care to move that we receive the report of the Planning Committee.

Mrs. Cardinal. I so move.

Mr. Gomez. I second.

Chair. It has been moved and seconded that we receive the report of the Planning Committee.

Ms. Lee. Mr. Chairman, I am pleased to support this motion, we have needed a report like this for many years.

 **Interruption**

Mr. Davis. I interrupt!

Chair. Mr. Davis, what is the nature of your interruption?

Mr. Davis. Mr. Chairman, would you clarify something for us? If we vote to receive this report does that commit this association to implementing the recommendations it contains?

Chair. No, Mr. Davis, it does not. An unfavorable vote would return this report to the Planning Committee for further work. If we vote to receive this report, the Planning Committee's work will be completed. This Board can then decide to adopt or reject the recommendations in total or in part or refer all or portions of it to other committees.

Mr. Davis. Thank you.

Chair. Mr. Lee you still have the floor.

Ms. Lee. As I was saying, Mr. Chairman, I am in favor of the motion to receive this report because it fills a long-standing need.

Mrs. Jones. Mr. Chairman, I am also very much in favor of receipt of this report.

(Discussion continues.)

Chair. I will now call the question. Those in favor? Opposed? The motion carries.

 **Vote of Thanks**

Mr. Gomez. Mr. Chairman, I move a vote of thanks to the Chairman and members of the Planning Committee for their hard work and excellent report.

Members. Applause.

Chair. Mr. Gold, I trust that you will convey our thanks to your committee members.

Miss Evans. Mr. Chairman, is it now in order for me to move adoption of the Planning Committee recommendations?

Chair. It is.

Miss Evans. I so move.

Mr. Cowan. I second.

Chair. It has been moved and seconded that we adopt the recommendations of the Planning Committee as contained in their report which we have just received. Discussion?

Mrs. Jones. Mr. Chairman, I am in favor.

(Discussion continues.)

 **Amendment**

Mr. Davis. Mr. Chairman, I move that we amend the motion by division so that we may vote on the three recommendations separately.

Ms. Lee. I second.

Chair. It is moved and seconded that we divide the motion and thus the report into its three sections, and consider each separately. Discussion?

(Discussion ensues.)

Chair. I will call the question. Those in favor of dividing the report and considering each of its three sections separately...
Carried.

We now have three motions. The first is that we adopt the first recommendation in the Planning Committee report which we received today.

(Discussion.)

 **Conflict of Interest**

Mr. Jones. Mr. Chairman, this proposal concerns the purchase of computer equipment which is sold by my firm. I therefore declare a conflict of interest and shall neither participate in the discussion nor vote on the question.

Chair. Thank you.

Ms. Lee. Mr. Chairman, I also declare a conflict of interest.

Chair. Thank you. The Secretary will please record that Mr. Jones and Ms. Lee have declared conflict of interest.


Mr. Gomez. Mr. Chairman, I—

 **Interruption**

Mr. Davis. I interrupt.

Chair. Please state the reason for your interruption.

Mr. Davis. Mr. Chairman, with Mr. Jones and Ms. Lee having declared a conflict of interest, do we still have quorum?

 **Quorum**

Chair. Yes we do. Members who have declared a conflict of interest are still counted in determining quorum even if they have left the room.

Mr. Gomez, you still have the floor.

Mr. Gomez. I am in favor of this recommendation because the committee has fully studied the benefits of having such equipment.

(Discussion continues.)

Chair. I will call the question. In favor? Opposed? Carried.
The second motion is that we adopt recommendation number 2 in the report of the Planning Committee which we received today.
Discussion?

(Discussion ensues.)

 **Motion to Refer**

Mr. Cowan. Mr. Chairman, because I believe that it would be unwise to decide on this recommendation before we know the full financial implications, I move that recommendation number 2 be referred to the Finance Committee with the request that they study it and report back at our next meeting.

Miss Wilson. I second.

Chair. It is moved and seconded that recommendation number 2 be referred to our Finance Committee with the request that they study it and report back at our next meeting.
This motion to refer recommendation number 2 to the Finance Committee is fully debatable.
Discussion? (Discussion ensues.)

Chair. I will now call the question. Those in favor? Opposed?
The motion to refer has been defeated. Discussion on the adoption of recommendation number 2 of the Planning Committee report will proceed.

(Discussion continues.)

Chair. Question. In favor. Opposed. The motion carries.

 **Dissent**

Mr. Cowan. Mr. Chairman, because I feel so strongly that this vote was unwise, I ask that the minutes record my opposition.

Chair. The Secretary will record your dissent, Mr. Cowan.

 **Recess**

Chair. As it is now 11:50 I think this would be an appropriate time to break for our noon recess. We will reconvene at 2:00 p.m.

(Recess.)

Chair. I call the meeting back to order, as it is now 2:00 p.m.
Our next item of business is recommendation number 3 of the Planning Committee report which we received this morning.
Discussion?

 **Next Meeting Date**

Mr. Davis. Mr. Chairman, I may have to leave while this recommendation is being discussed. I wonder if we could discuss the date of our next meeting now while we are all present.

Chair. Thank you, Mr. Davis. I am asking that we consider the third week of November. How many of you can attend on the 18th, 19th or 20th? Thank you, the meeting will be called for the 19th of November.
I will ask for discussion on recommendation number 3.

(Discussion ensues.)

Lack of a Secunder

Mr. Gomez. Mr. Chairman, I move that the recommendation be amended by deleting the words “or July.”

Chair. Is there a seconder? (Pause)
There is no seconder, Mr. Gomez.

(Discussion continues.)

Chair. I will now call for the vote on recommendation number 3 of the Planning Committee report. In favor? Carried.
Our next item of business is the matter of our Annual Dinner Dance which was added to the agenda this morning.
Mr. Gomez, I believe it was you who requested that this item be added. Do you wish to make a motion?

Mr. Gomez. Thank you. Yes I do, Mr. Chairman. I move that our Annual Dinner Dance this year be held at the Regal Hotel in order to better accommodate the larger numbers which we can expect.

Mr. Cowan. I second.

Chair. Discussion? Question. The motion carries.

Adjournment

Chair. We have now completed all the business on our agenda. I declare this meeting adjourned. Thank you.

Minutes

CDA

**CENTRAL
DEVELOPMENT
ASSOCIATION**

Minutes of a meeting of the Board of Directors of the Central Development Association, held at the Downtowner Hotel, Eastville, on September 15, 2005.

Present:

Manfred Hans, Chair
Kaye Cardinal
Frank Cowan
Michael Davis
Sally Evans, Secretary
Peter Gomez
Barbara Gordon
Anne Jones
Walter Kowalski
Cindy Lee
Bob Mason
Rick Reilly
Jackie Smith
Wanda Wilson

In attendance:

Harold Gold
Brett Hunter

Absent:

Al McIver
Sara Waters

continued/2

Central Development Association
1212 Main Street, Eastville, ON N4K 6P3

1. Call to Order

The meeting was called to order at 9:15 a.m., by M. Hans, Chair.

2. Opening Remarks from the Chair

The Chair welcomed H. Gold and B. Hunter to the meeting. It was noted that there would be a recess from 12:00 noon to 2:00 p.m. in order for members to attend the Central Chapter luncheon. The Chair expressed his hope that it would be possible to adjourn the meeting before 5:00 p.m.

3. Approval of the Agenda

Motion: That the agenda be approved.

Moved by A. Jones; seconded by C. Lee.

Amendment: Moved that the agenda be amended by the addition of “Annual Dinner Dance” under Other business.

Moved by P. Gomez; seconded by M. Davis.

Carried.

Amendment: Moved that the agenda be amended by the deletion of item #5, Bylaw Revisions.

Moved by F. Cowan; seconded by W. Wilson.

Carried.

Amended motion: That the agenda be approved with the deletion of item #5, Bylaw Revisions, and the addition of “Annual Dinner Dance” under Other Business.

Carried.

4. Approval of the Minutes of the Meeting of August 1, 2005.

Motion: That the minutes of August 1, 2005, be approved as circulated.

Moved by S. Evans; seconded by A. Jones.

Errors or omissions:

F. Cowan noted that the budget figure on page 3, item 83032, should read \$10,000 not \$100,000.

Amended motion: That the minutes of August 1, 2005, be approved with the figure in item 83032, corrected to read \$10,000.

Carried.

The Chair requested the Secretary to correct this item and then signed the minutes and initialled the correction.

5. Reconsideration

Motion: That the motion containing Item B8977 in the minutes of August 1, 2005, be reconsidered. Motion reads: That our winter conference be held in mid-November.

Moved by W. Wilson; seconded by K. Cardinal.

Carried.

Amendment: Moved that the motion containing item B8977 be amended deleting the word November and inserting the word December.

Moved by M. Davis; seconded by F. Cowan.

Carried.

Amended motion: That our winter conference be held in mid-December.

Carried.

6. Election of Vice-chair

The Chair asked for nominations to fill the balance of the term of Mr. Brian Brown, deceased. B. Gordon was nominated, but declined due to business commitments. R. Reilly was nominated and agreed to stand. There being no further nominations, the Chair declared nominations closed. R. Reilly was declared elected Vice-chair by acclamation.

7. Fund Raising Campaign

Motion: That we do not have a campaign this year.

Moved by W. Wilson.

As the motion was worded in the negative, the Chair declared it out of order.

Motion: I challenge your ruling, Mr. Chair.
 Moved by W. Wilson; seconded by F. Cowan.
Defeated.

Motion: That a fund raising campaign be held next year with a target of \$25,000, by June 30.
 Moved by S. Evans; seconded by A. Jones.
 Tie vote. The Chair subsequently cast the deciding vote.
Carried.

8. Planning Committee Report

Motion: That the report of the Planning Committee be received.
 Moved by K. Cardinal; seconded by P. Gomez.
Carried.

The Planning Committee was congratulated for their hard work and an excellent report.

Motion: That the Planning Committee's recommendations be adopted.
 Moved by S. Evans. Seconded by F. Cowan.

Amendment: Moved that we amend the motion, and report, by division into three sections and deal with each one separately.
 Moved by M. Davis; seconded by C. Lee.
Carried.

The Chair explained that in effect the meeting now has three motions before it – that we adopt, separately, the three recommendations contained in the Planning Committee's Report.
 The Chair invited discussion on the motion as amended.

Motion: That we adopt recommendation #1 in the Planning Committee Report.
 A. Jones and C. Lee both declared a conflict of interest and therefore refrained from discussion and voting on the first motion.
Motion carried.

Motion: That we adopt recommendation #2 of the Planning Committee Report.
 Motion: That we refer recommendation #2 to the Finance Committee for Review.
 Moved by F. Cowan; seconded by W. Wilson.
Defeated.

The motion to adopt recommendation #2 of the Planning Committee Report carried.
 F. Cowan asked that his dissent be recorded.

Recess: The meeting recessed at 11:50 a.m. for the noon break, to reconvene at 2:00 p.m. The meeting resumed at 2:05 p.m.

The Chair invited discussion on the amended motion: That we adopt recommendation #3 of the Planning Committee Report.

M. Davis asked the Chair if members could set the date of the next meeting before discussion the motion because he would have to leave the meeting early. Date for the next meeting was set for November 19, 2005, commencing at 9:00 a.m.

Amended motion: That we adopt recommendation #3 of the Planning Committee Report.
Carried.

9. Other Business

Annual Dinner Dance.

Motion: That our Annual Dinner Dance be held this year at the Regal Hotel in order to better accommodate the larger numbers which we can expect.
 Moved by P. Gomez; seconded by F. Cowan.
Carried.

Adjournment: The Chair adjourned the meeting at 4:30 p.m.

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 where 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 by 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 this order, a mover, a seconder, and acceptance by the chair.
2. When moved, seconded, and accepted, discussion may begin. The mover has the right to be both the first and the last speaker.
3. 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.

Acceptance. The indication (usually by repeating) by the chair that a motion is in order.

Adjourn. To end a meeting.

Adopt. To concur.

Agenda. The list of business to be transacted or considered at a meeting.

Amendment. A motion to change the motion under discussion by adding, deleting, or substituting words or by dividing the motion.

Annual General Meeting. The yearly meeting which all members in good standing are entitled to attend.

Appeal. See Challenge the Chair.

Association. A voluntary, membership organization formed for a purpose other than the creation of profits.

Ballot. A paper on which members indicate their preference on some issue or in an election.

Board. The directors of an association.

Bylaws. The rules by which an association is to be governed.

Carry, Carries, Carried. The result of a vote when those in favor of the motion constitute the majority of those voting. (Sometimes the bylaws or constitution require a two-thirds, three-quarters, or even unanimous vote to carry a certain type of motion.)

Chair, Chairman, Chairperson, Chairwoman. The presiding officer.

Challenge the Chair. The process by which a member who disagrees with a decision of the chair requests a vote of the meeting concerning the decision.

Co-chair. One of two people who share the role of presiding officer, usually on a rotational basis.

Committee. A group of people, usually members, appointed to consider some matter or to conduct some portion of the association's activities.

Consensus. A collective or general opinion as declared by the chair at a meeting.

Conflict of Interest. A situation in which a member has opposing obligations.

Deletion. The removal of an item from the tentative agenda, or the removal of a word or words from a motion.

Divide, Division. The splitting of a motion into two or more separate and smaller motions.

Floor. The attention of the meeting. A member having the "floor" has the right to speak. A motion or amendment is "on the floor" when it is the subject under present consideration.

Good Standing. An association member who is neither in arrears in membership dues nor under suspension because of some ethical or other infraction of the membership rules and regulations.

Governing Statutes. The laws of a country, state, province, or other jurisdiction as they relate to the operation of an incorporated association.

Majority. One more than half. In determining a majority only those who voted are counted.

Meeting. The coming together of two or more persons with the intention of conducting business.

Meeting of Members. Any association meeting which every member is entitled to attend.

Minutes. The official record of a meeting.

Motion. A proposal for consideration by the meeting.

Mover. The member who first proposes a motion for consideration.

Nominate. To propose someone for appointment or election to an office.

Notice of Meeting. Sufficient notice (usually written) which is given, mailed, couriered or electronically transmitted to every person entitled to attend the meeting.

Objection to Consideration. An amending motion which may be made when the agenda is being accepted and which requests the deletion of a certain item.

Other Business. Items of business which members at a meeting vote to have added to the agenda.

Out of Order. The declaration by the chair that a motion or a member's remarks or conduct are not acceptable to the meeting.

Parliament. Any legal body to which members are elected for the purpose of enacting laws.

Poll. A voting method in which voters either answer to their name or physically move (as specified by the chair), thereby indicating their preference.

Proxy. A person empowered by another to act for him, or the instrument (paper) conferring such power.

Question. The subject, motion or amendment under discussion. Also the voting thereon.

Quorum. The smallest number of members legally capable of conducting an association's business.

Recess. A break in a meeting.

Recognize. The action by which the chair grants a member the right to speak.

Rescind. To cancel a previous decision.

Roll Call. The reading aloud of member's names to determine which are present.

Second a Motion. To indicate to the chair that at least two members (the mover being the first) support a motion.

Show of Hands. A voting method in which those in favor and opposed raise their hands when called on by the chair.

Silent. The bylaws contain nothing concerning a particular subject.

Special General Meeting. A meeting, other than the annual general meeting, which all members are entitled to attend.

Tentative Agenda. The proposed agenda as circulated prior to its approval at the meeting to which it relates.

Unanimous. The result of a vote in which no one votes contrary to the majority.

Visitor. Any person who, although not a member of the body which is meeting (committee, board, etc.), is permitted to attend to listen, report, or testify at the pleasure of the meeting.

Voice Vote. A voting method in which the chair asks those in favor to signify by saying “aye” or “yes” and those opposed to signify by saying “nay” or “no.”

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