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Introduction

These meeting procedures and rules of order were adapted from Judge David Rosenberg's *Rosenberg's Rules of Order* (2011 Revised Edition).¹

Establishing a Quorum

The starting point for a meeting of the Board is the establishment of a quorum. A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. The quorum for the Board is three members. When the Board has three members present, it can legally transact business. If the Board has less than a quorum of members present, it cannot legally transact business. And even if the Board has a quorum to begin the meeting, the Board can lose the quorum during the meeting when a member departs (or even when a member leaves the dais). When that occurs, the Board loses its ability to transact business until a quorum is reestablished.

The Role of the Chair

The chair of the Board is charged with applying the rules of conduct of the meeting. The chair should be well versed in those rules. The chair, in consultation with the General Counsel, makes the final ruling on the rules. All decisions by the chair are final unless overruled by the Board itself.

Since the chair runs the conduct of the meeting, it is usual courtesy for the chair to play a less active role in the debate and discussion than other members of the Board. This does not mean that the chair should not participate in the debate or discussion. The chair has the full right to participate in the debate, discussion and decision-making of the Board. What the chair should do, however, is strive to be the last to speak at the discussion and debate stage. The chair should not make or second a motion unless the chair is convinced that no other member of the Board will do so at that point in time.

The Basic Format for Agenda Item Discussion

Meetings of the Board must have a published agenda under the Ralph M. Brown Act. The agenda constitutes the Board's agreed-upon roadmap for the meeting. Each agenda item should be handled by the chair in the following basic format:

1. The chair should clearly announce the agenda item number and subject. The chair should then announce the format (which follows) that will be followed in considering the agenda item.
2. The chair should invite the appropriate person or persons to report on the item, including any recommendation that they might have. The appropriate person or persons may be the chair, a member of the Board, a staff person, or a committee chair charged with providing input on the agenda item.

¹ The original text of *Rosenberg's Rules of Order* is available at <http://www.ca-ilg.org/document/parliamentary-procedure-simplified>.

3. The chair should ask members of the Board if they have any technical questions for clarification. At this point, members of the Board may ask clarifying questions to the person or persons who reported on the item, and that person or persons should be given time to respond.

4. The chair should invite public comments, or if required, open the public hearing on the item. If numerous members of the public indicate a desire to speak to the subject, the chair may limit the time of public speakers. At the conclusion of the public comments, the chair should announce that public input has concluded (or the public hearing, as the case may be, is closed).

5. The chair should invite general discussion or deliberation on the item by the Board.

6. After discussion among all members, the chair should invite a motion. The chair should announce the name of the member of the Board who makes the motion.

7. The chair should determine if any member of the Board wishes to second the motion. The chair should announce the name of the member of the Board who seconds the motion.

8. If the motion is made and seconded, the chair should make sure everyone understands the motion.

This is done in one of three ways:

1. The chair can ask the maker of the motion to repeat it;
2. The chair can repeat the motion; or
3. The chair can ask the secretary or the clerk of the Board to repeat the motion.

9. The chair should invite specific discussion of the motion by the Board. If there is no desired discussion, or after the discussion has ended, the chair should announce that the Board will vote on the motion. If there has been no discussion or very brief discussion, then the vote on the motion should proceed immediately and there is no need to repeat the motion. If there has been substantial discussion, then it is normally best to make sure everyone understands the motion by repeating it.

10. The chair calls for a vote. Voting on most substantive matters must be by a "roll call vote" where each member's name is called and they speak or electronically input their vote. If members of the Board do not vote, then they "abstain." Unless the rules of the Board provide otherwise (or unless a super majority is required as provided in these rules), then a simple majority (as defined in law or the rules of the Board as provided in these rules) determines whether the motion passes or is defeated.

11. The chair (or secretary) should announce the result of the vote and what action (if any) the Board has taken. In announcing the result, the names of the members of the Board, if any, who voted in the minority on the motion should be indicated. This announcement might take the following form: "The motion passes by a vote of 3-2, with Smith and Jones dissenting."

Motions in General

Motions are the vehicles for decision making by a Board. Motions are made in a simple two-step process. First, the chair should recognize the member of the Board. Second, the member of the Board makes a motion by preceding the member's desired approach with the words "I move ..."

A typical motion might be: "I move that we give a 10-day notice in the future for all our meetings."

The chair may initiate the motion in one of three ways:

1. Inviting the members of the Board to make a motion: "A motion at this time would be in order."
2. Suggesting a motion to the members of the Board: "A motion would be in order that we give a 10-day notice in the future for all our meetings."
3. Making the motion. As noted, the chair has every right as a member of the Board to make a motion, but should normally do so only if the chair wishes to make a motion on an item but is convinced that no other member of the Board is willing to step forward to do so at a particular time.

The Three Basic Motions

There are three common types of motions:

Basic Motion. The basic motion is the one that puts forward a decision for the Board's consideration. A basic motion might be: "I move that we create a five-member committee to plan and put on our annual fundraiser."

Motion to Amend. If a member wants to change a basic motion that is before the Board, they would move to amend it. A motion to amend might be: "I move that we amend the motion to have a 10-member committee." A motion to amend takes the basic motion that is before the Board and seeks to change it in some way.

Substitute Motion. If a member wants to completely do away with the basic motion that is before the Board, and put a new motion before the Board, they would move a substitute motion. A substitute motion might be: "I move a substitute motion that we cancel the annual fundraiser this year."

"Motions to amend" and "substitute motions" are often confused, but they are quite different, and their effect (if passed) is quite different. A motion to amend seeks to retain the basic motion on the floor, but modify it in some way. A substitute motion seeks to throw out the basic motion on the floor, and substitute a new and different motion for it. The decision as to whether a motion is really a "motion to amend" or a "substitute motion" is left to the chair. So if a member makes what that member calls a "motion to amend," but the chair determines that it is really a "substitute motion," then the chair's designation governs.

Friendly Amendment. A “friendly amendment” is a practical tool that saves time and avoids bogging a meeting down with numerous formal motions. It works in the following way: In the discussion on a pending motion, it may appear that a change to the motion is desirable or may win support for the motion from some members. When that happens, a member who has the floor may simply say, “I want to suggest a friendly amendment to the motion.” The member suggests the friendly amendment, and if the maker and the person who seconded the motion pending accepts the friendly amendment, that now becomes the pending motion. If either the maker or the person who seconded rejects the proposed friendly amendment, then the proposer can formally move to amend.

Multiple Motions Before the Board

There can be up to three motions pending at the same time. The chair can reject a fourth motion until the chair has dealt with the three that are pending and has resolved them. This rule has practical value because more than three motions on the floor at any given time is confusing and unwieldy for almost everyone, including the chair.

When there are two or three motions pending (after motions and seconds) at the same time, the vote should proceed first on the last motion that is made.

Debatable and Non-Debatable Motions

The basic rule of motions is that they are subject to discussion and debate. The debate can continue as long as members of the Board wish to discuss an item, subject to the decision of the chair that it is time to move on and take action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the Board to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the chair must immediately call for a vote of the Board without debate on the motion):

Motion to Adjourn. This motion, if passed, requires the Board to immediately adjourn to its next regularly scheduled meeting. It requires a simple majority vote.

Motion to Recess. This motion, if passed, requires the Board to immediately take a recess. Normally, the chair determines the length of the recess which may be a few minutes or an hour. It requires a simple majority vote.

Motion to Fix the Time to Adjourn. This motion, if passed, requires the Board to adjourn the meeting at the specific time set in the motion. For example, the motion might be: “I move we adjourn this meeting at midnight.” It requires a simple majority vote.

Motion to Table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on “hold.” The motion can contain a specific time in which the item can come back to the Board. “I move we table this item until our regular meeting in October.” Or the motion can contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the Board will have to be taken at a future meeting. A motion to table an item (or to bring it back to the Board) requires a simple majority vote.

Motion to Limit Debate. The most common form of this motion is to say, “I move the question” or “I call the question.” As a practical matter, when a member calls out one of these phrases, the chair can expedite matters by treating it as a “request” rather than as a formal motion. The chair can simply inquire of the Board, “any further discussion?” If no one wishes to have further discussion, then the chair can go right to the pending motion. However, if even one person wishes to discuss the pending motion further, then at that point, the chair should treat the call for the “question” as a formal motion, and proceed to it.

When a member of the Board makes such a motion (“I move the question”), the member is really saying: “I’ve had enough debate. Let’s get on with the vote.” When such a motion is made, the chair should ask for a second, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a two-thirds vote of the Board.

NOTE: A motion to limit debate could include a time limit. For example: “I move we limit debate on this agenda item to 15 minutes.” Even in this format, the motion to limit debate requires a two-thirds vote of the Board.

Majority and Super Majority Votes

Generally, a *simple majority* vote determines a question. A tie vote means the motion fails. All motions require a simple majority, but there are a few exceptions. The exceptions come up when the Board is taking an action which effectively cuts off the ability of a minority of the Board to take an action or discuss an item. These extraordinary motions require a two-thirds majority (a *super majority*) to pass:

Motion to Limit Debate. Whether a member says, “I move the question,” or “I move to limit debate,” it all amounts to an attempt to cut off the ability of the minority to discuss an item, and it requires a two-thirds vote to pass.

Motion to Close Nominations. When choosing officers of the Board (such as the chair), nominations are in order either from a nominating committee or from the floor of the Board. A motion to close nominations effectively cuts off the right of the minority to nominate officers and it requires a two-thirds vote to pass.

Motion to Object to the Consideration of a Question. Normally, such a motion is unnecessary since the objectionable item can be tabled or defeated straight up. However, when members of a Board do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable, and it requires a two-thirds vote to pass.

Counting Votes

The matter of counting votes starts simple, but can become complicated.

Usually, it’s pretty easy to determine whether a particular motion passed or whether it was defeated. If a *simple majority* vote is needed to pass a motion, then one vote more than 50 percent of the Board is required (e.g., 3 votes).

If a *two-thirds majority* vote is needed to pass a motion, then four affirmative votes are required for a five-member Board.

In the event of a **tie vote**, the motion always fails since an affirmative vote is required to pass any motion.

When a member votes “**abstain**,” the member who abstains is counted for purposes of determining quorum (they are “present”), but you treat the abstention vote on the motion as if the vote did not exist, and so the abstention vote acts just like a “no” vote.

The Motion to Reconsider

A motion to reconsider requires a majority vote to pass like other garden-variety motions, but there are two special rules that apply only to the motion to reconsider.

First, is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon. A motion to reconsider made at a later time is generally untimely. (The Board, however, can always vote to suspend the rules and, by a two-thirds majority, allow a motion to reconsider to be made at another time.)

Second, a motion to reconsider may be made only by a member who voted in the majority on the original motion. If such a member has a change of heart, he or she may make the motion to reconsider (any other member of the Board — including a member who voted in the minority on the original motion — may second the motion). If a member who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order. The purpose of this rule is finality. If a member of minority could make a motion to reconsider, then the item could be brought back to the Board again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the Board, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

Courtesy and Decorum

The rules of order are meant to create an atmosphere where the members of the Board and the members of the public can attend to business efficiently, fairly and with full participation. At the same time, it is up to the chair and the members of the Board to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is always best for every speaker to be first recognized by the chair before proceeding to speak.

The chair should always ensure that debate and discussion of an agenda item focuses on the item and the policy in question, not the personalities of the members of the Board. Debate on policy is healthy, debate on personalities is not. The chair has the right to cut off discussion that is too personal, is too loud, or is too crude.

Debate and discussion should be focused, but free and open. In the interest of time, the chair may, however, limit the time allotted to speakers, including members of the Board.

Members of the Board should address all remarks through the chair and should endeavor to refrain from disturbing other members of the Board during deliberations.

Can a member of the Board interrupt a speaker? The general rule is “no.” There are, however, exceptions. **A speaker may be interrupted for the following reasons:**

Privilege. The proper interruption would be, “point of privilege.” The chair would then ask the interrupter to “state your point.” Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person’s ability to hear.

Order. The proper interruption would be, “point of order.” Again, the chair would ask the interrupter to “state your point.” Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting. For example, if the chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

Appeal. If the chair makes a ruling that a member of the Board disagrees with, that member may appeal the ruling of the chair. If the motion is seconded, and after debate, if it passes by a simple majority vote, then the ruling of the chair is deemed reversed.

Return to the agenda. If a member believes that the Board has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the chair discovers that the agenda has not been followed, the chair simply reminds the Board to return to the agenda item properly before them. If the chair fails to do so, the chair’s determination may be appealed.

Withdraw a motion. During debate and discussion of a motion, the maker of the motion, at any time, may interrupt a speaker to withdraw his or her motion from consideration. The motion is immediately deemed withdrawn, although the chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other member may make the motion if properly recognized.

Special Notes About Public Participation

The rules outlined above will help make meetings very public-friendly. But in addition, and particularly for the chair, it is wise to remember four special rules that apply to each agenda item:

Rule One: *Tell the public what the Board will be doing.*

Rule Two: *Keep the public informed while the Board is doing it.*

Rule Three: *Allow the public the opportunity to comment on the item.*

Rule Four: *When the Board has acted, tell the public what the Board did.*

Outline of Meeting Procedures and Rules of Order

1. **Quorum** – the minimum number of members of the body who must be present at a meeting for business to be legally transacted.
 - a. Default: 1 more than half the body.
 - b. Exception: Specific rules of the body that require a different number to meet a quorum.
2. **Basic Format of Agenda Item Discussion**
 - a. **Agenda** – the basic roadmap for the meeting.
 - i. Note: generally may not discuss or act on items that are off-agenda.
 - b. **Item called**
 - i. Chair should announce agenda item number and clearly state the subject.
 - ii. Chair should announce the format to be followed in considering the item.
 - c. **Presentation - Report on Item**
 - i. Chair should invite appropriate person to report on and present an overview of the item.
 - ii. Report should include any recommendation to approve/deny item.
 - d. **Technical Questions for Clarification**
 - i. Members of the body may ask technical questions of clarification to the person who reported on the item.
 - ii. Person who reported should have time to respond.
 - e. **Public Comment**
 - i. Chair should invite public comments.
 - ii. Notes:

1. Chair may limit time for speakers depending on the number wishing to speak (2-3 minutes generally acceptable).
 2. May provide public with tips on how to frame comments to be most effective.
 3. At the end, Chair should announce formal closing of public comment period or public hearing and disallow any further public comments.
- f. **Deliberation**
- i. Chair should invite general discussion or deliberation of the item.
- g. **Invite a motion**
- i. Chair should invite a motion and announce the name of the member of the body who makes the motion.
- h. **Second for the motion**
- i. Chair should determine if any member of the body wishes to second the motion. If yes, announce name of member who seconds the motion.
- i. **Understand the motion**
- i. Ensure all members of the body understand the motion to be discussed and voted on.
 - ii. Can be done 3 ways:
 1. Chair can ask maker of motion to repeat it.
 2. Chair can repeat the motion.
 3. Chair can ask secretary or clerk of the body to repeat the motion.
- j. **Discussion and debate on motion**
- i. Invite discussion of the motion by the body.
 1. If no desired discussion or after discussion has ended, Chair should announce that body will vote on the motion.

2. If there is substantial discussion, Chair should repeat motion to ensure everyone understands it before voting.

ii. Notes:

1. Rules of the body may limit members' discussion:
 - (i) Each member may discuss for ____ minutes of time.
 - (ii) Each member may only speak 2 times on an agenda item.
 - (iii) Before anyone may speak a second time, all members who want to speak must have had opportunity to speak at least once.

k. **Vote**

- i. Ask for "yes" or "no".
- ii. Members of the body may "abstain".
- iii. General rule: simple majority is required for any motion to pass.
 1. Exception – rules of body provide otherwise.
 2. Exception – supermajority required.

l. **Announcement**

- i. Chair should announce the result of the vote, and what action (if any) the body has taken.
- ii. Chair or secretary should indicate which members of the body voted in the minority on the motion.

3. **Motions – 3 types**

- a. **Basic Motion** – puts forward a decision for body's consideration.
- b. **Motion to Amend** – changes or alters a basic motion.
- c. **Substitute Motion** – replaces the basic motion with a completely new motion.

4. Multiple Motions before the Body.

- a. Up to 3 motions may be on the floor at the same time – Chair can reject a fourth motion until Chair has dealt with 3 motions on the floor.
- b. Vote on the motions should proceed first on the last motion that is made.

5. To Debate or Not to Debate

- a. General rule: all motions are subject to discussion and debate.
- b. Exceptions: (no debate is allowed on the following motions – once it's made, go straight to a vote).
 - i. Motion to adjourn
 - ii. Motion to recess
 - iii. Motion to fix the time to adjourn
 - iv. Motion to table
 - v. Motion to limit debate

6. Majority and Supermajority Votes

- a. General rule: all motions require a simple majority to pass.
- b. Exceptions: (require a super majority – each NO requires 2 YES votes)
 - i. Motion to limit debate
 - ii. Motion to close nominations
 - iii. Motion to object to the consideration of a question
 - iv. Motion to suspend the rules

7. Counting Votes

- a. Simple majority: one vote more than 50% of the body.
- b. Two-thirds majority: one NO vote requires two YES votes.
- c. Tie votes: motion always fails.
- d. Abstention

- i. General/default rule: “present and voting” system – abstain votes do not count at all.
- ii. If rules of body say: “count votes of those present” – abstain votes count as NO votes.

8. **Motion to Reconsider**

- a. After a matter is closed, it may only be reopened if a proper motion to reconsider is made and passed.
- b. Requires majority vote to pass.
- c. Motion to reconsider must generally be made at the meeting where item was first voted upon.
 - i. Later motions to reconsider are generally untimely unless the rules permit such a motion or the body votes to suspend the rules.
- d. Motion to reconsider must be made by a member who voted in the majority on the original motion. Any other member may second the motion to reconsider.
- e. If motion to reconsider passes, original matter is back before the body, and a new original motion is required.

9. **Courtesy and Decorum**

- a. One person at a time may speak.
- b. Chair has the right to cut off discussion that is too personal, too loud, or too crude.
- c. Chair may limit amount of time for speakers, including members of the body.
- d. Members of the body should address remarks through the Chair and refrain from disturbing other members during deliberations.
- e. Speaker may be interrupted only for the following reasons:
 - i. **Point of privilege** – anything that would interfere with normal comfort of the meeting (i.e. fan interfering with person’s ability to hear).

- ii. **Point of order** – anything that would not be considered appropriate conduct of the meeting (i.e., Chair moved to vote on motion that permits debate without allowing the debate).
- iii. **Appeal** – when Chair makes ruling that member of body disagrees with, member may appeal Chair’s ruling. If motion is seconded, and after debate it passes by simple majority, Chair’s ruling is reversed.
- iv. **Return to agenda** – calling for a return to topics on the agenda.
- v. **Withdraw a motion** – maker of the motion may withdraw motion at any time, except after discussion and restatement of the motion just before taking a vote.

10. **Public Participation**

- a. Tell the public what the body will be doing.
- b. Keep the public informed while the body is doing it.
- c. Allow opportunity for public comment.
- d. When the body has acted, tell the public what the body did.