

## Purpose of Parliamentary Procedure

*"The application of parliamentary law is the best method yet devised to enable assemblies of any size, with due regard for every member's opinion, to arrive at the general will on the maximum number of questions of varying complexity in a minimum amount of time and under all kinds of internal climate ranging from total harmony to hardened or impassioned division of opinion."*

*Robert's Rules of Order Newly Revised [RONR (10th ed.)], Introduction, p. xlviii]*

### The Principles Underlying Parliamentary Law

Based on the regard for the rights of:

- The majority
- The minority, especially a strong minority-greater than 1/3
- Individual members
- Absentees
- All of these together

Your Rights and Responsibilities can be found in:

- State statutes – CIOA
- Declaration, Constitution/Bylaws: Standing Rules
- Customs
- Parliamentary Authority-Roberts Rules of Order Newly Revised 10<sup>th</sup> Edition

Be knowledgeable about your organization

Volunteerism is no excuse for second best

All persons present at a meeting have an obligation to obey legitimate orders of the presiding officer.

## **Governance:**

Governance is not the same as "Good Governance"

- "Governance" in the voluntary sector means the processes and structures that an organization uses to direct and manage its general operations and program activities
- It includes the structures, functions (responsibilities), processes (practices) and organizational traditions that the board of an organization uses to ensure accomplishment of the organizational mission
- "Good Governance" means achieving desired results and achieving them in the right way, i.e. in ways that are consistent with the normative values of democracy and social justice

Characteristics of "Good Governance"

- Participation in decision making and reaching broad consensus on what is in the best interest of the organization
- Accountability and transparency
- Responsive, effective and efficient performance
- Equity and sound rule of law
- Strategic planning

Elements of "Good Governance"

- Vision - envisioning the future and developing a corporate mission that will be flexible and responsive to possible future challenges and opportunities
- Direction - setting goals for the corporation
- Resources - securing resources to achieve the desired results and realize the corporation's vision and goals
- Monitoring - periodically reviewing the relationship between the corporation's resources and its vision and direction,

- ensuring that the organizational vehicle is well-maintained and progressing, within legal limits, towards its destination
- Accountability - ensuring efficient use of resources and reporting progress and detours to the corporation's stakeholders

Good governance is the responsibility of the directors, who have the duty and power to manage the affairs of a corporation. The key for the directors achieving good governance is the exercise of due diligence. In order to exercise due diligence, directors must be familiar with and understand the governing documents of the corporation, its objects and activities, and its financial position. The directors must also understand the statutes, regulations and policies under which the corporation operates and be familiar with the regulators who have jurisdiction over the corporation.

### **Executive Session**

Executive Session is used to handle such matters as employment issues, trials, contracts, protect privacy and legal issues. ( many others named in CIOA and executive session may only be called for those reasons) Just like you might ask for a secret ballot because people are more likely to a cast a vote to reflect their true judgment, you would move to go into executive session so that members will feel free to speak openly.

Ways to go into Executive Session:

- Agenda
- Required by bylaws
- A motion at the meeting

Question of Privilege-a motion to raise an urgent issue  
All members of the group have the right to be present and nonmembers can be allowed to remain by majority vote. It is common to allow the attorney, executive director and parliamentarian in the room (RONR differs with CIOA)

THOSE PRESENT ARE HONOR -BOUND TO KEEP  
PROCEEDINGS CONFIDENTIAL (member or not)

Members and staff can be brought up on disciplinary charges for violating secrecy. This is vital to the effectiveness of executive session. Unless otherwise restricted by the bylaws or other governing documents, members can propose motions, debate and adopt motions while in executive session.

- Options for handling executive session business:
  1. Take no action in executive session-just deliberate-make motions after coming out of executive session into regular session-separate set of minutes not necessary in this case (CIOA says this way is the only way allowed)
  2. Take action in executive session and upon resuming regular session move to remove secrecy from motion and place them in the regular minutes-majority vote and retains secrecy of the deliberations
  3. Retain secrecy and create a separate set of minutes of the executive session. These minutes must be approved in Executive session.Executive session ends with a motion to resume regular session or by general consent

## **CIOA –Common Interest Ownership Act**

- went into effect July 1, 2010
- refer to legal counsel for legal interpretation
- Some of the issues addressed:
  - Naming of Executive Board and officer positions

Meetings-annually at a time, date and place stated in bylaws

Executive Committee and their meetings-CIOA much to say.  
In RONR must be named in bylaws to have them  
Special Meetings- can be called by President, majority of  
executive board, unit owners having at least 20% or any  
lower percentage specified in bylaws, of the votes in the  
association

Notice period of Special Meeting- If within 15 days after  
the proper request to Secretary and if not done then by  
direct notification to members

Annual and Special meeting notice of not less than 10  
or more than 60 days before meeting date

Notice shall contain:

Time

Date

Place of meeting

Agenda to include:

Declaration or bylaw amendments

Budget changes

Any Proposal to remove officer or member of  
executive board

Only matters mentioned in CIOA may be considered at  
Special meeting.

Members must be given opportunity to speak regarding  
any matter affecting the common interest community or  
association

Bylaws may allow for meetings by telephone, video or  
conferencing process if the process provides all unit owners  
with the opportunity to hear or perceive the discussion and  
offer comments (Not RONR)

Meeting conducted according to RONR 10<sup>th</sup> Edition  
unless declaration, bylaws or other law otherwise provides.

Some other parliamentary authorities:

The Standard Code

Cannons

Mason

Demeter

2/3 votes allocated to owners present at a meeting can suspend the rules of RONR

### **When should you hire a parliamentarian?**

- To train a new or unknowledgeable board
- To preside if President cannot
- To revise or amend bylaws
- If board meetings get contentious

### **Parliamentary Resources:**

Roberts Rules of Order Newly Revised 10<sup>th</sup> Edition

Roberts Rules of Order In Brief

Parliamentary Law-by Henry Roberts

National Association of Parliamentarians (NAP)-  
[www.parliamentarians.org](http://www.parliamentarians.org)

American Association of Parliamentarians (AIP)-[www.aipparl.org](http://www.aipparl.org)

Joan Corbisiero-[joanhc@aol.com](mailto:joanhc@aol.com)

Lori Finck-[lfinck@aol.com](mailto:lfinck@aol.com)

# ***THE ROLE OF THE CHAIR***

## **MINIMUM NUMBER OF OFFICERS**

Presiding officer and a secretary

## **IMPORTANT PERSONAL QUALITIES**

Knowledgeable about parliamentary procedure  
Be familiar with rules of organization  
Self-confident and poised, tactful and courteous, fair but firm  
Have a sense of humor!

## **HAVE AVAILABLE AT MEETING**

Bylaws and other rules  
Parliamentary authority  
CIOA impact - Unless bylaws provide otherwise, most recent edition of Robert's Rules of Order Newly Revised is parliamentary authority  
List of committees (standing/special)  
Agenda (order of business)

## **DUTIES OF PRESIDING OFFICER**

Open meeting on time  
Announce "The meeting will please come to order."  
Determine if quorum is present  
Establish quorum "The chair declares a quorum present."  
Minimum number necessary to conduct business – Bylaws should state quorum  
CIOA impact – Unless bylaws provide otherwise, quorum is present throughout any meeting if 20% of the votes are present in person or proxy at beginning of meeting  
In absence of quorum  
Fix time to which to adjourn, Adjourn, Recess, Take measures to obtain quorum  
Adopt Basic Meeting Rules (2/3 vote because of #4 & #5)

1. When speaking, address the chair and identify yourself
2. There will be one subject, one motion, and one speaker at a time.
3. Debate must be germane to the pending motion.
4. Debate will be limited to (two) minutes per speaker. (RONR over-ride)
5. Cumulative time shall be limited to (ten) minutes per topic.
6. No one may speak a second time on the motion until all who wish have spoken.
7. Telephones shall be turned to the "off" or "vibrate" position
8. Decorum and courtesy shall prevail

Adopt agenda as presented or corrected (majority vote)  
Announce in proper sequence, business to come before assembly (MRS SUN)  
Minutes  
Note: Opening Ceremonies (Invocation/Pledge/Inspiration) before Minutes  
Reports of officers/board/standing committees (Treasurer's report if filed for audit)  
Special Committee Reports  
Special Orders  
Unfinished business/general orders  
New business

Note: Good of the Order, Announcements, Program follow New Business

## **DUTIES OF PRESIDING OFFICER CONT.**

### **Sample Annual Meeting Priority Agenda**

1. Call to Order
2. Proof of Notice of Meeting
3. Credentials Report and declaration of Quorum
4. Adoption of Meeting Rules
5. Adoption of Agenda
6. Approval of Minutes
7. Reports of Officers
  - President
  - Treasurer (no motion to adopt unless report has already been audited)
  - Auditor's Report
8. Appointment of Tellers
9. Election of Directors (Explanation of system of voting)
10. Continue Business:
  - Reports
  - Unfinished Business (Usually none, skip if none)
11. Election Results
12. New Business
  - Resolution on Assessments (Consult CPA)
  - Approval of Property Management Contract
  - Ratification of Board's selection of Auditor
13. Announcements
14. Adjournment

Recognize members who are entitled to the floor

Members claim floor by rising and addressing the chair

State motions, put to vote all questions that legitimately come before assembly, and announce result of each vote

Handling of the motion by the Chair:

- Member: *"I move that ..."*
- Another member: *"Second"*
- Chair states question: *"It is moved and seconded that ..."*  
*"Is there debate?"*
- (Members debate motion)
- Chair takes the vote *"Are you ready for the question?"*  
If no one rises *"The question is on the adoption of the motion to ... (repeating the motion). Those in favor say aye." (Pause)*  
*"Those opposed, say no." (Pause)*
- Chair announces results:
  - Which side has it *"The ayes have it."*
  - Whether adopted/lost *"The motion is adopted."*
  - Effect of the vote *"The Treasurer will ... (issue the check)"*
  - Next item of business *"The next item of business is ..."*

\*Note in processing motions:

Only one motion may be immediately pending at a time

Motion must be disposed of before another motion can be considered

Permanently disposed: Adopted/Defeated

Temporarily disposed: *Lay on Table, Postpone to Certain Time, Refer to Committee*

*Lay on Table and Postpone to Certain Time* can not extend beyond next meeting and only if this meeting is held **less than** quarterly

If amending a motion, process amendment first and then motion as amended



## DUTIES OF PRESIDING OFFICER CONT.

Protect assembly from frivolous motions by refusing to recognize them

Motion is frivolous (or dilatory) if it seeks to obstruct will of assembly, misuses motions, abuses privilege of renewing certain motions, is absurd

Chair can state: *"The motion is not in order."*

Enforce rules relating to debate

Before speaking in debate, members must obtain floor (rise and be recognized)

Maker is entitled to speak first in debate if he/she rises and claims floor promptly

Ignore motions called out by anyone who has not obtained the floor

No member may speak a second time if any member who has not yet spoken claims floor

**DEBATE IS CONFINED TO MERITS OF PENDING QUESTION**

Allow debate to alternate between those favoring and opposing a measure if possible

All remarks must be addressed through the chair

Chair can state: *"The member is reminded that ..."*

Expedite business in every way compatible with rights of members

Entertain a motion

Use unanimous consent ("If there is no objection, ...")

Assume a motion, e.g. to

Adopt minutes

Accept (or adopt) an auditor's report

Adjourn

Decide questions of order, subject to appeal

Rule on questions of order

Chair can make the decision, subject to appeal

Can submit question to assembly (no right of appeal)

*"The Chair is in doubt. Those in favor of ..., say aye etc."*

If appeal is made:

Must be made at time of ruling

Chair may speak first explaining reasons for ruling

If debatable, each member may speak once

Chair may speak one last time

"The question is 'Shall the decision of the Chair be sustained?'"

A majority or tie vote sustains decision of the Chair

Respond to inquiries of members

- A parliamentary inquiry is a question to obtain information about parliamentary law or rules of organization
- A point of information is a request to the chair, or through the chair, for information relevant to business at hand

Authenticate all acts or orders

Sign official correspondence, contracts

May sign minutes

May be a signatory on checks with the treasurer

Declare meeting adjourned

When motion to adjourn has been made and adopted

When predetermined hour or adjournment has arrived

When it appears there is no further business

When sensing a general desire to adjourn or in event of emergency

## PRESIDING TIPS

Knowledge is strength

Become familiar with governing documents and parliamentary procedure

Maintain control over progress of meeting

Don't allow members to speak without a motion being made, seconded and stated by chair

Keep membership informed

State exact motion or amendment so assembly always knows what is under consideration

ALWAYS

Maintain order

Provide strong leadership

Remain impartial

Be tactful

Be fair

Exercise good judgment

NEVER:

Get excited

Be unjust, even to troublesome

members

Take advantage of member's

lack of knowledge

Be more technical than

necessary

Say "I"

CHAIR'S DEBATE AND VOTE

Do not express opinion while in the chair

Vacate the chair to participate in debate

May cast a vote to make or break a tie (voice vote)

Always vote by ballot

Vote last when vote is by roll call

PRESIDING OFFICER'S PRIVILEGES

May choose to follow or disregard advice of the Parliamentarian

Has duty of presiding – not deciding

In accordance with bylaws, may be authorized to appoint committees and or serve as an ex-officio member of all committees (except Nominating Committee)

May explain reasons for a decision or point of order

May vote on any motion members can vote on

May preside during nominations and elections even if candidate

May vote for him/herself for office

May call on vice president to preside

May debate motions providing chair is surrendered until question is decided

GOALS FOR IDEAL MEETING

Participated in by everybody

Monopolized by nobody

Where everybody is a somebody!

## VOTING

BASIS FOR VOTING RESULTS

Majority

More than half the votes cast (not one more than half, not 51%)

Majority vote is vote required unless otherwise prescribed by law, bylaws, rules of order\*

Two-thirds

At least two-thirds of votes cast

Prescribed in rules of order when a right of membership or right of absentee is compromised (e.g. Limit/Extend Debate)

Plurality

Largest number of votes when there are three or more choices. Must be prescribed in bylaws.

COMPARISONS OF VOTES REQUIRED FOR PASSAGE DEPENDING ON THE BASE

	<u>Basis</u>	<u>Majority</u>	<u>2/3</u>
Votes cast	10	6	7
Entire membership	15	8	10
Present	12	7	8

VOTING METHODS USED

### Commonly:

#### Viva voce (voice)

Regular method not requiring more than a majority vote for adoption

*“Those in favor, say aye. Those opposed, say no.”*

#### Rising

Most often used when a voice vote is inconclusive

Normal method of voting when a two-thirds vote is required

*“Those in favor of the motion, please rise. Be seated.” Those opposed, please rise. Be seated.”*

#### Counted Rising:

When a rising vote is inconclusive, a counted rising vote is used.

*“Those in favor of the motion will rise and remain standing until counted... Be seated.”*

*“Those opposed will rise and remain standing until counted... Be seated.”*

#### Show of hands

In small assemblies (12 or less)

#### Unanimous consent

Also called general consent.

Used when there seems to be no opposition in routine business.

Can be used without the formality of a motion at all.

*“If there is no objection... There being no objection, (the minutes are approved).”*

#### Voting cards

If used, must be authorized by a special rule of order or standing rule.

Usually bright colored.

#### Ballot

Used when secrecy of members' votes is desired.

Can be ordered by majority vote

When required in bylaws, requirement cannot be suspended

Cannot make unanimous a ballot vote that was not unanimous

### Occasionally:

#### Roll call

Requires majority vote. Usually used only in groups where those voting represent others.

#### Absentee

Fundamental principle to limit right to vote to those present

If allowed, can be by postal or electronic mail, fax, proxy

**MUST BE AUTHORIZED IN BYLAWS (CIOA impact see Proxy below)**

#### Mail

**MUST BE AUTHORIZED IN BYLAWS**

Generally reserved for important issues

Can be secret or not secret

Mailing list must exactly correspond to current membership

#### Proxy

A power of attorney given by one person to another to vote in his/her stead

In RONR, NOT permitted unless state law requires it or charter or bylaws of organization

provide for it (CIOA impact – Unless prohibited or limited in declaration/bylaws,

unit owners MAY vote by a proxy or when a ballot. Many provisos.)

#### Telephonic

Approval of action obtained separately by telephone is not approval of board or committee.

It must be ratified at the next regular meeting to become official act.

Not the same as votes taken during teleconference when all persons can hear each other.

According to RONR, teleconferencing must be authorized in bylaws. (CIOA impact –

Unless prohibited or limited in declaration/bylaws, the executive board MAY meet by telephonic, video or other conferencing process)