

### **Robert's Rules of Order**

A manual of parliamentary procedure that governs most organizations with boards of directors. Many organizations worldwide have adopted it as an official way to conduct business.

**Board Chair:** The Chair of the board typically facilitates the board meeting and has the discretion to run the meeting, following the organization's bylaws.

**By Laws:** The bylaws of the organization outline all of the rules of how the board operates and should be read by all board members prior to participating in a meeting. The Chair should be particularly familiar with the bylaws and may bring a copy to the board meeting.

**Quorum:** A board meeting must have a quorum in order to vote on any matter, even convening the meeting. The definition of quorum is determined by the organization's bylaws (a certain percentage of board members present). Some bylaws allow proxy voting, which means an absent board member may elect to give his/her voting powers to another board member who will be present and vote on his/her behalf.

**Calling to Order and Adjourning:** The Chair calls the meeting to order at the set time, when a quorum is present. No motion is necessary to convene the meeting; however, the Chair typically calls for a motion to adjourn at the closure of the meeting. A second is needed. The time is recorded in the minutes for both calling to order and adjourning.

**Non-Members at a Board Meeting:** Nonmembers or ex-officio members of the board may participate in discussion or present reports at the discretion of the Chair but may not make motions or vote.

**Executive Session:** The board may choose to go into executive session, meaning only voting members of the board may be present. Executive sessions should be rare. It is most likely to occur when the board is discussing a confidential matter like the evaluation or compensation of the executive director.

**Making and Voting on a Motion:** Every Motion Has 4 Steps:

1. Make a Motion: A member rises or raises a hand to signal the Chair, then makes a motion (proposal that a **board** or committee take a specific action)
2. Second a Motion: Another member indicates support by seconding the motion. The Chair then invites members to discuss it.
3. Discuss a Motion: Members indicate their wish to be recognized by raising their hand and waiting to be called upon by the Chair. The members discuss and debate the motion. A motion can also be removed, postponed, tabled for further discussion or moved to a particular committee.
4. Vote on a Motion: Once discussion has ended, the Chair restates the motion, and then first asks for votes. This can be done in a variety of ways:
  - The Chair can ask for verbal affirmative votes, and then negative votes. Members can also abstain from voting altogether.
  - The Chair may ask for a show of hands.
  - The Chair can conduct a roll call asking members for a yes, no, or abstention from voting.
  - The Chair can ask for votes by secret ballot for sensitive issues or those requiring confidentiality.

The Chair then announces the result of the vote and any instructions.

**Minutes:** Meeting minutes should be brief and need not reflect every discussion that occurs. The only items that must be noted in the minutes are: The date and time. A list of who is present. A record of

motions, seconds, and whether or not the motion carried. Reports submitted may be attached as part of the record.

*Robert's Rules Basic Motion (3min) - <https://youtu.be/96Damodm-ec>*

*Adapted from the Ontario Real Estate Association. 2014 and the Missouri Developmental Disabilities Council, 2020, [www. do good better.com](http://www.do-good-better.com), 2020*