



**MAKING
MEETINGS
RUN
SMOOTHLY**

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Advanced Parliamentary Law

by
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Parliamentary Law

Origins. Parliamentary law has been around so long that nobody knows exactly how old it is. It has been traced back as far as 400 B.C, through the writings of the Athenian historian Thucydides.

Purpose. Parliamentary law is dedicated to the smooth and orderly transaction of business and to the protection of the rights of members.

Universal Application. Parliamentary law applies to all types of organizations, regardless of their individual goals.

Robert's Rules of Order. This parliamentary authority has been designed and revised through the years to serve the needs of ordinary societies.

Rank of Governing Documents

Procedural rules contained in national, state, or local laws.

Rules of a parent organization.

Articles of Incorporation (or corporate charter)

Constitution (if there is one)

Bylaws

Special Rules of Order and Standing Rules

Parliamentary Authority (Such as *Robert's Rules of Order*)

National Bylaws

1. Do Local Chapters have to follow the National Bylaws?

- a. Yes, always
- b. No, never
- c. Only the rules that apply to the local chapter
- d. Only if the local bylaws say so

The Content of the Bylaws

2. How many of the following items should be contained in the bylaws?
- a. Everything that a member needs to know about the organization
 - b. Essential rules of the organization
 - c. Standard voting requirements
 - d. Standard duties of officers
 - e. Rules of debate
 - f. Methods for making motions

The Form of the Bylaws

Reason for Conformity.

Form vs. Content.

Importance of Language

Parliamentary Terminology. Parliamentary Law has its own specific language. Many parliamentary terms carry meanings that do not correlate with the everyday usages of these terms.

Who's Copying Whom? Often organizations will copy bylaw language from other similar organizations. Unfortunately, this allows improper and problematic language to spread.

The Legalese Problem. What is legalese? Merriam-Webster defines it as, "The specialized language of the legal profession." Apple Dictionary defines it as, "The formal and technical language of legal documents that is often hard to understand." It belongs in the law, not in your bylaws.

Clarity. Bylaws should contain language that is clear, concise, and plain.

Rubik's Cube Effect. Rules contained in the bylaws are generally connected in a way that causes any change in one part to have an effect on many other parts.

Consistency and Conflict. Consistency is essential in drafting bylaws, and conflict must be avoided.

Remove the Fluff. Bylaws should not contain superfluous language.

Avoid Defining or Restating Parliamentary Rules. Parliamentary rules and procedures are clearly defined in *Robert's Rules of Order*. Attempts to define or restate them in the bylaws can often change the entire application of your parliamentary authority, which can have disastrous effects.

Amending Bylaws

3. Who can amend the bylaws?

- a. the board
- b. the general members
- c. the bylaw committee
- d. it depends on what the bylaws say

Bylaw Revision

4. What is a revision?

- a. any change to the bylaws
- b. a change where one section is replaced by new language
- c. a drafting of an entirely new document to replace the current one
- d. a thorough review of the bylaws which may or may not result in a change

Bylaw Committee.

Members' Input.

Professional Review/Consulting.

Presenting and Considering a Revision.

Amendments to a Revision.

Time at which a Revision Takes Effect.

Effect of Adopting a Revision.

The Articles

Article I. NAME

5. When should the name not be in the bylaws?
 - a. when the name is already established in a higher document
 - b. when the organization is not public
 - c. when the organization is operating under multiple legal names
 - d. the name should always be in the bylaws

Get the name right. The full, exact name should be included, with proper punctuation and spelling.

Article II. OBJECT

6. Should everything the organization wants to accomplish be listed in the Object?
 - a. yes
 - b. no

Concise and General. The object should be concise and general, since it sets the parameters outside of which motions cannot be introduced, except by a two-thirds vote.

Article III. MEMBERS

1. Classes of Members.
2. Qualifications or Eligibility for Membership.
3. Fees, Dues, and process for handling delinquency.
4. Resignations
5. Honorary Members

Rights of Members. Members are entitled to full participation, unless restrictions are placed on members or certain classes of members. If a class of members does not have the rights of full participation, the bylaws should clearly establish which rights that class has.

Process for Becoming a Member. The bylaws should establish how one becomes a member.

In Good Standing. What does “in good standing” mean?

7. A member who is in arrears on their membership dues can do how many of the following?

- a. vote
- b. make motions
- c. attend meetings
- d. serve in office

Article IV. OFFICERS

8. What are the minimum essential officers for the conduct of business in a deliberative assembly?

- a. president and vice president
- b. secretary and treasurer
- c. president and secretary
- d. president

9. What happens if the elected officers are absent at a meeting?

- a. no official business can be transacted, except in an emergency
- b. the meeting must be rescheduled to a time when the officers will be present
- c. new “minimum essential officers” are elected for that one session
- d. the meeting cannot be called to order and therefore will not exist

10. Unless the bylaws say otherwise, who is eligible to hold office?

- a. any member
- b. a member who has been a member for at least one year
- c. a member whose dues are paid
- d. any individual, whether a member or not

What Officers Shall There Be? The most common officers are a president, vice-president, secretary, treasurer, and, if the organization is large enough, several directors. Directors should be classed as officers. However, the bylaws should prescribe whatever offices are desired. Do not use open-ended language such as “no more than 16 directors.”

What are the Officers’ Duties? Use language similar to the following: “These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the organization.”

How are Officers Nominated and When are They Elected? A nominating committee can be established by the bylaws. And the time for electing officers should be prescribed, which can be stated simply as “at the annual meeting.”

How are Officers Elected? The bylaws may prescribe that the officers shall be elected by ballot. If so, a provision can be included to dispense with the ballot when there is only one candidate for an office.

What is the Length of the Term of Office, and When Does it Begin? Unless otherwise specified, the term of office begins immediately.

How May Officers be Removed from Office? The following language can be used: “Officers may be removed from office at the pleasure of the membership as provided in the parliamentary authority.”

What are the Limits on Holding Office? If there are to be limitations on holding office, they should be prescribed in the bylaws.

Article V. MEETINGS

Meeting Days. “First Friday of each month.” “. . . unless otherwise ordered by the organization.” The hour and place should NOT be specified in the bylaws, but should be established by a standing rule.

Annual Meeting. One of the meetings should be designated as the annual meeting.

Special Meetings. For special meetings to be held, they must be authorized in the bylaws, which should specify how they are called and what number of days' notice must be given.

Quorum. The bylaws should establish the quorum for all meetings.

Alternate or Additional Article: CONVENTIONS

1. Authorize periodic convention
2. Define its powers and duties
3. Fix its quorum
4. Specify its voting members
5. Prescribe the qualifications of its delegates and alternates, the basis of determining their number, and the method of electing them
6. Additional provisions to support the organization and operation of the convention

Article VI. EXECUTIVE BOARD

11. Unless the bylaws say otherwise, who is on the executive board?

- a. all the officers, except the directors
- b. all the officers, including the directors
- c. all the officers, including the directors, and the committee chairs
- d. nobody

12. What does "ex officio" mean?

- a. by virtue of office
- b. without election
- c. without a vote
- d. additional officer

Composition. Who is on the board?

Duties and Powers. How much authority does the board have?

Specific Rules. Meeting times. Quorum. Special Meetings.

Article VII. COMMITTEES

13. What is the difference between Standing Committees and Special Committees?

- a. Special Committees handle more complex matters
- b. Standing Committees are composed of the officers
- c. Special Committees go out of existence at the conclusion of their assigned task
- d. Standing Committees report only to the board

RONR (11th ed.), p. 492, ll. 3-6

Each of the Standing Committees should be established under this article. A separate section for each should prescribe its name, composition, manner of selection, and duties. A separate section may provide for the establishment of additional Standing Committees and special committees, which may provide that they be appointed by the President. If the President is to appoint all committees and be ex officio a member of all committees, the nominating committee should be excluded, and it may also be advisable to exclude all disciplinary committees.

Article VIII. PARLIAMENTARY AUTHORITY

“The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the society may adopt.”

Article IX. AMENDMENT OF BYLAWS

Vote Requirement. Which body can amend the bylaws? When can they be amended? What notice is required? When do amendments take effect?

Principles of Interpretation

1. Each society decides for itself the meaning of its bylaws.
2. When a provision of the bylaws is susceptible to two meanings, one of which conflicts with or renders absurd another bylaw provision, and the other meaning does not, the latter must be taken as the true meaning.
3. A general statement or rule is always of less authority than a specific statement or rule and yields to it.
4. If the bylaws authorize certain things specifically, other things of the same class are thereby prohibited.
5. A provision granting certain privileges carries with it a right to a part of the privileges, but prohibits a greater privilege.
6. A prohibition or limitation prohibits everything greater than what is prohibited, or that goes beyond the limitation; but it permits what is less than the limitation, and also permits things of the same class that are not mentioned in the prohibition or limitation and that are evidently not improper.
7. The imposition of a definite penalty for a particular action prohibits the increase or diminution of the penalty.
8. In cases where the bylaws use a general term and also two or more specific terms that are wholly included under the general one, a rule in which only the general term is used applies to all the specific terms.

Important Parliamentary Terms

Parliamentary procedure has its own specific language, and below are some important terms that must be understood.

Deliberative Assembly - A group of people meeting to decide courses of action to be taken in the name of the entire group.

Quorum - The minimum number of members who must be present at the meetings of a deliberative assembly for business to be validly transacted.

Majority - More than half.

The Chair - Known also as the chairman or president or presiding officer, this is the person who presides over the meeting.

Obtaining the Floor - Being recognized by the chair as having the exclusive right to be heard at that time. "The chair must recognize any member who seeks the floor while entitled to it." - RONR (11th ed.), p. 29, ll. 17-18.

Motion - A formal proposal by a member, in a meeting, that the assembly take certain action, also called a "question."

Debate - Discussion of the merits of a pending motion.

In Order/Out of Order - Refers to whether or not an action is in accordance with the rules.

Amendment - A subsidiary motion used to change the text of a pending motion.

Order of Business - An established sequence in which business shall be taken up in a session.

Majority Vote - More than half of the votes cast by persons entitled to vote, excluding blanks and abstentions, at a regular or properly called meeting.

Two-thirds Vote - At least two thirds of the votes cast by persons entitled to vote, excluding blanks and abstentions, at a regular or properly called meeting.

Point of Order - A call for the chair to make a ruling and to enforcement of the rules.

Order of Business

14. What is an Order of Business?

- a. The immediately pending motion
- b. The official report of business that was transacted in the meeting
- c. All motions that are set to come before the assembly
- d. An established sequence for business to be taken up

RONR (11th ed.), p. 351, ll. 22-24

15. Under *Robert's Rules of Order*, how is an Order of Business established in an organization with regular monthly meetings?

- a. The Order of Business must be established in the bylaws
- b. A meeting has no Order of Business until adopted at the start of each meeting
- c. Adopting RONR automatically gives an organization an Order of Business
- d. The chair sets the Order of Business

RONR (11th ed.), p. 353, ll. 17-22

16. After any opening ceremonies, what is the first item of business in the Standard Order of Business?

- a. President's Report
- b. Membership Committee Report
- c. Bylaw Amendments
- d. Reading and Approval of the Minutes

RONR (11th ed.), p. 353, l. 10

17. What is Old Business?

- a. A motion that was discussed at a previous meeting without being put to a vote
- b. Any motion that was adopted at a previous meeting
- c. An expression that should be avoided, since it may add confusion
- d. Adopted motions that have expired

RONR (11th ed.), p. 358, footnote

18. What is Unfinished Business?

- a. A question that was pending when the previous session adjourned
- b. Any Unfinished Business from the previous session that was not reached
- c. Any General Orders from the previous session that were not reached
- d. All of the Above

RONR (11th ed.), p. 358, ll. 19-30

19. True or False: Matters that the bylaws require to be considered at a particular meeting may be regarded as Special Orders for that meeting.

- a. True
- b. False

RONR (11th ed.), p. 357, ll. 27-31

20. True or False: A meeting should have an Agenda to ensure orderly transaction of business.

- a. True
- b. False

21. True or False: If an Agenda is adopted, an item of business cannot be considered unless it is on the Agenda.

- a. True
- b. False

22. Which of the following statements is true of an Agenda at the time it is being considered?

- a. It is neither debatable nor amendable.
- b. It is debatable, but not amendable.
- c. It is not debatable, but it can be amended.
- d. It is both debatable and amendable.

RONR (11th ed.), tinted page 8-9, #10

Order of Business

- ▶ Reading and Approval of the Minutes
- ▶ Reports of Officers, Boards, and Standing Committees
- ▶ Reports of Special Committees
- ▶ Special Orders
- ▶ Unfinished Business and General Orders
- ▶ New Business

RONR (11th ed.), p. 353

The Minutes



What are the minutes?

Should the minutes contain everything that was said in the meeting?

Who is in charge of the content of the minutes?

Why are minutes approved?

What if the assembly changes its mind before the minutes are approved?

If we voted in January to buy 20 cases of apples for the picnic, can we change that to 25 when we approve the minutes in February?

Can a member offer a correction to the minutes if he wasn't at the last meeting?

Can the President adjust the minutes before or after they are amended?

When should the minutes be presented to the assembly and approved?

Is a motion required to approve the minutes?

What vote is required to approve the minutes?

What should the minutes contain?

- ▶ The kind of meeting.
- ▶ Name of the organization.
- ▶ Date, time, and place.
- ▶ Fact that the chair and secretary were present, or their substitutes.
- ▶ Approval of the minutes of previous meeting
- ▶ All Main Motions, plus secondary motions when necessary for clarity
- ▶ Complete substance of oral reports (when permitted)
- ▶ All notices of motions
- ▶ All points of order and appeals, with reasons given by the chair for rulings
- ▶ Hour of adjournment

First Paragraph

- 1.Type of Meeting
- 2.Name of the Organization
- 3.Date and Time, and Place (if place is not always the same)
- 4.President and Secretary
- 5.Minutes of the Previous Meeting

RONR (11th ed.), p. 468-469

Example of First Paragraph with President and Secretary Present

The _____ (Regular / Special) _____ meeting of _____ (Organization's Name) _____ was held on _____ (Date) _____, at _____ (Time) _____, at _____ (Location) _____, the President being in the chair and the Secretary being present. The minutes of the last meeting were read and approved as corrected.

Example of First Paragraph with temporary chair and temporary secretary

The _____ (Regular / Special) _____ meeting of _____ (Organization's Name) _____ was held on _____ (Date) _____, at _____ (Time) _____, at _____ (Location) _____, with _____ (Name) _____ serving as chair pro tem and _____ (Name) _____ serving as secretary pro tem. The minutes of the last meeting were read and approved as corrected.

The Body of the Minutes, What should it Contain?

1. REPORTS RECEIVED: A statement of which reports were received at the meeting should be included in the minutes, but not the reports themselves. The reports, which should be written, should be kept by the secretary.

EXAMPLE: The report of the President was received and placed on file.

2. MOTIONS: All Main Motions and Motions to Bring a Question Again Before the Assembly (unless withdrawn)

- a. include the exact wording as adopted or otherwise disposed of (note that it was debated or amended only parenthetically)
- b. if it was temporarily disposed of, explain how, and include any adhering secondary motions

EXAMPLE 1. - MAIN MOTION

ASSUME THE FOLLOWING HAPPENED IN THE MEETING:

Tom Thompson: "I move that Rita Brown be endorsed for Region One representative."

The motion was debated, then adopted.

PUT THE FOLLOWING IN THE MINUTES:

Tom Thompson moved "that Rita Brown be endorsed for Region One representative."
The motion was adopted after debate.

EXAMPLE 2. - MAIN MOTION with AMENDMENT:

Barbara Jones: "I move that \$800 be donated to the Make-a-Wish Foundation."

Ann Adams: "I move to amend by striking out \$800 and inserting \$200."

The assembly debates the amendment. The assembly adopts the amendment. The assembly debates the main motion. The assembly adopts the main motion.

IN THE MINUTES:

A motion by Barbara Jones, after debate and amendment, was adopted as follows: "That \$200 be donated to the Make-a-Wish Foundation."

SAMPLE MINUTES

ABC Foundation of Springfield

The regular meeting of ABC Foundation of Springfield was held on July 11, 2016, at 7:13 P.M, at the American Patriots Post #1234 in Springfield, FL, with President Roberta Jones presiding and Secretary Ken Allen present. The minutes of the previous regular meeting were approved as corrected.

The reports of the President, Vice-President, Treasurer, Executive Board, and Finance Committee were received and placed on file.

A motion by Jane Doe “that \$500 be donated to the ABC Foundation” was adopted.

A motion by Karl Lancaster “that flowers be sent to Mindy Mathis at a cost not to exceed \$75” was adopted after debate and amendment.

A motion by Bob Jones “that a car wash be held on December 8th” was referred to a committee of three, along with a pending motion by Anne Lewis “to amend by striking out ‘December 8th’ and inserting ‘November 28th’.” The president appointed Bob Jones, Anne Lewis, and Patty Smith to the committee.

A motion by Amy Adams “that the website be password-protected to prevent access by nonmembers” was lost after debate.

A motion by Lynn Parker “that the parking-lot lights be turned off on the weekends” was postponed to the next meeting.

The meeting adjourned at 9:21 P.M.

Ken Allen, Secretary

Order of Business

- ▶ Reading and Approval of the Minutes
- ▶ Reports of Officers, Boards, and Standing Committees
- ▶ Reports of Special Committees
- ▶ Special Orders
- ▶ Unfinished Business and General Orders
- ▶ New Business

Written Reports

Are written and oral reports pretty much the same thing?

What are the benefits of written reports?

1. Accuracy
2. Accountability
3. Longevity
4. Member Access
5. Time Consumption
6. Clarity and Completeness

Order of Business

- ▶ Reading and Approval of the Minutes
- ▶ Reports of Officers, Boards, and Standing Committees
- ▶ Reports of Special Committees
- ▶ Special Orders
- ▶ Unfinished Business and General Orders
- ▶ New Business

Answer Key

1. c — It is a common misconception that all the rules of the national organization apply to its subordinate units. This is not the case. For example, if the national bylaws prescribe that the president shall be ex officio a member of all committees, this applies only to the national president and national committees. It does not mean that a chapter president is ex officio a member of all the chapter's committees.
2. b — Commonly, there is a tendency to put too many rules in the bylaws. The standard voting requirements, standard duties of officers, rules of debate, and methods for making motions are all contained in the parliamentary authority (most commonly *Robert's Rules of Order*) and should not be repeated in the bylaws.
3. d — The bylaws should contain a provision on their amendment, and this provision must be followed.
4. c — A revision is a form of amendment whereby an entirely new document replaces the current bylaws. When extensive changes are to be made throughout the bylaws, a revision is often the best method.
5. a — If the name of the organization is already established in a higher document (such as articles of incorporation or constitution), it is not a good idea to repeat the name in the bylaws, since this allows for unintended conflict, in which case the name of the higher governing document prevails.
6. b — The object should be general and concise.
7. All of the above — Neither parliamentary law nor *Robert's Rules of Order* removes the rights of membership based on failure to pay dues. To limit a member's rights due to being in arrears would require a provision in the bylaws.
8. c
9. c
10. d — Neither Parliamentary law nor *Robert's Rules of Order* sets any restrictions on eligibility for serving in office. Any such restrictions may, however, be contained in the bylaws.
11. d — An organization has no executive board, unless one is prescribed in the bylaws. Therefore, the composition of the executive board is determined by the bylaws.
12. a — An ex-officio member of a board or committee is one who is a member of that board or committee by virtue of holding another office. An ex-officio member has the same rights as any other member.

- 13. c
- 14. d
- 15. c — See *Robert's Rules of Order Newly Revised* (11th ed.), p. 353, for the prescribed Standard Order of Business
- 16. Reading and Approval of the Minutes
- 17. c
- 18. d
- 19. True
- 20. False
- 21. False
- 22. d

The Minutes (Answer Key)



What are the minutes?

The minutes are the official record of what was done in a meeting.

Should the minutes contain everything that was said in the meeting?

No, “the minutes should contain mainly a record of what was *done* at the meeting, not what was *said* by the members. The minutes should never reflect the secretary’s opinion, favorable or otherwise, on anything said or done.” - RONR (11th ed.), p. 468, ll. 17-20.

Who is in charge of the content of the minutes?

The assembly (i.e., the members assembled in a meeting) is in charge of the contents of the minutes. The secretary creates the draft of the minutes, but this is only a draft until it is approved by the members in a meeting. When the minutes are being considered by the assembly, any member can offer a correction. If there is any objection to the correction, a majority vote decides the question.

Why are minutes approved?

Minutes are approved so that they become the official statement of the assembly.

What if the assembly changes its mind before the minutes are approved?

The minutes must accurately reflect what happened in the meeting, no matter how the assembly feels about what happened.

If we voted in January to buy 20 cases of apples for the picnic, can we change that to 25 when we approve the minutes in February?

No, you cannot change history by amending the minutes. The minutes must accurately reflect what happened, even if the assembly later prefers that it didn’t happen.

Can a member offer a correction to the minutes if he wasn’t at the last meeting?

Yes, any member can offer a correction, regardless of whether he was in attendance at the meeting to which the minutes apply.

Can the President adjust the minutes before or after they are amended?

No, the secretary should draft the minutes, and the secretary has complete control over his *draft*. When the assembly approves the minutes (after correcting them, if necessary), only the assembly can make changes to them.

When should the minutes be presented to the assembly and approved?

Reading and Approval of the Minutes is the first heading in the Standard Order of Business. The minutes should be read and approved as the first item of business after the meeting is called to order.

Is a motion required to approve the minutes?

No, a formal motion to approve the minutes is not necessary. After the minutes are read (or distributed in lieu of being read), the chair asks, “Are there any corrections to the minutes?”

What vote is required to approve the minutes?

There is no vote on the approval of the minutes. After the corrections (if any) have been disposed of, the chair simply declares the minutes approved. The minutes are thus approved without any formal vote. The only proper way to object to the approval of the minutes is to offer a correction.

Secondary Motions

Motion	Second Required	Debatable	Amendable	Vote
Fix the Time to Which to Adjourn	Yes	No	Yes	Majority
Adjourn	Yes	No	No	Majority
Recess	Yes	No	Yes	Majority
Raise A Question of Privilege	No	No	No	Chair
Call for the Orders of the Day	No	No	No	1 member
Lay on the Table	Yes	No	No	Majority
Previous Question	Yes	No	No	2/3
Limit/Extend Debate	Yes	No	Yes	2/3
Postpone to a Certain Time	Yes	Yes	Yes	Majority
Commit	Yes	Yes	Yes	Majority
Amend	Yes	Yes	Yes	Majority
Postpone Indefinitely	Yes	Yes	No	Majority

Red = can be made without obtaining the floor and can interrupt a member who is speaking.

Green = *under certain conditions* can be made without obtaining the floor and can interrupt a member who is speaking.

Green Highlight = Privileged Motions

Motion	Second Required	Debatable	Amendable	Vote
Point of Order	No	No*	No	Chair Rules
Appeal	Yes	Yes*	No	Majority*
Suspend the Rules	Yes	No	No	2/3
Object to the Consideration of a Question	No	No	No	2/3 in Neg
Division of a Question	Yes*	No	Yes	Majority*
Consider by Paragraph or Seriatim	Yes	No	Yes	Majority
Division of the Assembly	No	No	No	1 Member
Motions relating to Methods of Voting and the Polls	Yes	No	Yes	Majority*
Motions relating to Nominations	Yes	No	Yes	Majority*
Request to be Excused from Duty	No, if made by another	Yes	Yes	Majority
Requests and Inquiries	-	-	-	-

Red = can be made without obtaining the floor and can interrupt a member who is speaking.

Green = *under certain conditions* can be made without obtaining the floor and can interrupt a member who is speaking.