

Rules of Order for Board and Committee Meetings

Except as otherwise stated, these rules are not required by law. They are generally based on Robert's Rules of Order, with modifications to reflect common practice.

1. Recognition
 - a. A board member may not make any kind of motion until called on by the chair.
2. Main motion
 - a. Questions and board comments are permitted before the motion and second. But once a motion is made, it must be seconded before discussion can continue.
 - b. The chair generally does not make motions, and waits until others have spoken before stating their own view.
3. Voting
 - a. Immediately before the vote, the chair restates the motion, unless it is clear what the motion is.
 - b. Under SB 634, a main motion requires a *majority of the membership of the board, regardless of how many directors are present*, to pass (currently 7 votes). This means that abstentions and absences have the same effect as no votes.
 - c. If there is a tie vote or the motion otherwise fails to pass, discussion can continue, and a different motion can be made.
4. Calling the question
 - a. Also known as moving the previous question. Requires either unanimous consent or *two-thirds of the votes cast after a motion and a second*. Not debatable and must be acted on immediately.
 - b. If a board member calls for the question, the chair asks if there is any objection. If there is none, the chair immediately calls for a vote on the main motion. If there is an objection, the chair asks for a second and calls for the vote immediately on the motion to call the question. If the motion passes by at least *two-thirds of the votes cast*, then the chair immediately calls for a vote on the main motion. If the motion to call the question fails, discussion resumes on the main motion.
5. Friendly amendment
 - a. The maker of the motion may amend it unilaterally in response to a suggestion or on their own volition. If that is done, the chair asks the seconder if they want to withdraw their second. If the second is withdrawn, the chair asks for another second.
 - b. If the maker of the motion does not accept the friendly amendment, then another member may make a motion to amend when recognized by the chair.
6. Motion to amend
 - a. Requires a motion and second. Debatable.
 - b. A motion to amend is voted on before the main motion. After discussion of the amendment, but before calling for the vote, the chair states what the main motion

currently is, and what it would be if the amendment passed. Requires a *majority of the votes cast*. This means that abstentions do not count one way or the other. If the amendment passes, then the chair restates the amended motion and discussion continues. If it fails, discussion resumes on the main motion.

- c. Whether or not the amendment passes, when discussion resumes, there can be further (different) motions to amend. There is no limit on the number of amendments.
 - d. A substitute motion is a form of motion to amend, which if passed, replaces the entire main motion. It is treated the same way as other motions to amend.
 - e. A motion to amend may not itself be amended.
7. Motion to lay on the table
- a. According to Robert's, the proper use of a motion to lay on the table is to suspend any action on the main motion to do something more urgent. In board meetings, this purpose is accomplished by unanimous consent, or if necessary, by a vote of *two-thirds of the votes cast* to modify the agenda. Therefore, the motion to lay on the table should not be used, because it can kill the main motion without the right to discussion. A motion to postpone should be used instead.
8. Motion to postpone
- a. The motion may, but typically does not, specify a time when the item will be taken up again.
 - b. Requires a motion and a second. Debatable, but debate is limited to whether to postpone or not, and should go into the merits of the main motion only as is necessary to allow the board to decide whether to postpone.
 - c. Requires unanimous consent or a *majority of votes cast*. If the motion is passed, the item comes back only by being included in a future agenda, at which time discussion of the item starts over.
9. Motion to reconsider
- a. A motion to reconsider is very rare, but sometimes questions are asked about it.
 - b. *During the same meeting*, a member may move to reconsider a vote *only if the member voted with the prevailing side*. This is almost always because additional information comes up during the meeting to cause the member to reconsider their vote.
 - c. *During a different meeting*, the board can always change its mind, subject to any commitments made in the meantime. The matter must be included in the agenda.
10. Unanimous consent
- a. Under SB 634 and the Brown Act, unanimous consent may not be used for main motions, whether on the consent calendar or the action calendar.
 - b. Other matters may be handled by unanimous consent, including adoption of the agenda, adjournment, motions to amend and motions to postpone.
 - c. Unanimous consent is generally done by the chair saying something like, "If there is no objection [pause] the meeting is adjourned" or "Are there any changes to the agenda? [pause] Seeing none, the agenda is adopted."