
February, 2017

Ryan J. Loeffers, Esq.
I. Background
What is Robert’s Rules of Order?

• A uniform comprehensive set of corporate governance rules, meant to keep meetings organized

• **NOT A GOVERNMENT PUBLICATION**
  o Printed and updated by the Da Capo Press publishing company
  o Has no legal effect on how an entity may conduct business unless adopted by the entity

• The primary focus of Robert’s Rules of Order is how Directors:
  o Make motions to the Board;
  o Discuss motions after being made; and
  o Vote on motions, so the entity can perform the action described in the motion
Hierarchy of ABA Authorities

1. Federal Tax Laws Governing 501(c)(6) organizations (business leagues/trade associations)
2. Illinois’ “General Not For Profit Corporations Act of 1986” (805 ILCS 105)
3. ABA Articles of Incorporation
4. ABA Bylaws
5. Policies and Procedures adopted by the ABA
6. Custom

Robert’s Rules has a different level of authority based on whether it’s adopted in the Bylaws, by Policy, or by Custom.
Areas of Robert’s Rules Not Covered

• Topics in Roberts Rules of Order may be superseded by provisions under State law (for the ABA, the General Not For Profit Corporations Act of 1986).

• Potential situations:
  • Quorum
  • Notice
  • Membership rights
  • Director/Officer removal
### Pros
- Already established
- Comprehensive
- Can help move business forward with hostile Boards
- Provides a sense of formality that a Board may be more willing to respect

### Cons
- Complex
- Can be used as a weapon to be disruptive by Directors familiar with the rules
- Can increase the length of meetings for small Boards that don’t have controversial issues
Formalities When Strictly Adhering to Robert’s Rules of Order

• Only titles, and not individuals’ names, are used (ex. “Mr. President,” “Madam Treasurer,” “Director.”)

• The Presiding Officer refers to himself or herself as the “Chair” in the third person (ex. “The Chair rules that…”)

• Directors may only address the Chair. Questions or comments for other Directors must be made through the chairperson (ex. “Mr. Chair, do I understand the Director to mean that…”)

II. Structure of the Meeting
Who Runs the Meeting?

• The Presiding Officer, also known as the Chair
• Chair acts as the Moderator
  o Keeps track of the Motion currently before the Board
  o Grants the floor to Directors to speak before the Board
• Chair acts as a Judge
  o Determines when Motions are Out of Order
How is Business Brought Before the Board?

• Business is brought before the board by making motions (known as the “Main Motions”)
• Subsidiary, Incidental, and Privileged Motions related to procedure may be made part of the process
  • Amend a motion
  • Limit time for debate
  • Refer motion to a committee
  • Etc.
• Motions are ranked hierarchal order and must be addressed in the order of their rank, not in the order they are brought before the Board
Order of Business

• If an entity adopts a policy known as an “Order of Business,” then business must be addressed in that order each meeting
  o Each individual meeting may also have Business of the Day, which states the specific topics of that meeting

• If not adopted by an entity, there is no default “Order of Business” under Robert’s Rules
  o If there is no adopted Order of Business, then Directors may bring any business before the Board by making a motion
  o Much less organized than having an Order of Business
Example Order of Business

1. Reading and Approval of Minutes
2. Reports of Officers, the Board, and Standing Committees
3. Reports of Special Committees
4. Special Orders
   • Matters which have previously been assigned special priority
5. Unfinished Business
   • Business not completed at a previous meeting
6. General Orders
   • Business scheduled to take place at the meeting
7. New Business
   • Business not scheduled to be discussed at the meeting
Reports to the Board

- Reports may be presented to the Board without a motion if the reports are part of the Order of Business.
- Actions in response to the reports may later be brought as Special Orders, General Orders, or New Business.
III. Debate & Assigning the Floor
Debate & Assigning the Floor

• No Director may speak unless assigned the floor by the Chair
• Generally, the Chair should assign the floor in the order that the Directors request to speak
• No Director may speak more than 10 minutes after being assigned the floor, unless approved by the Board
• No Director may speak more than twice on the same question
  o No Director may be assigned the floor a second time if there are Directors who wish to have the floor who have not yet been assigned the floor
• All comments must me be made TO or THROUGH the Chair
Debate & Assigning the Floor

• The Chair may not debate
  o If the Chair has special knowledge or a compelling reason to participate in the debate, then the Vice-President shall act as the Chair. The Vice-President may not debate when acting as Chair.
  o If the Vice-President wishes to debate, then the Chair nominates a new Chair and the Board nominates other potential Chairs for the question
  o The Board then votes on the temporary Chair

• In regular voting, the Chair only votes if his or her vote will break a tie
  o In the event of a ballot vote, the Chair votes like every other Director
IV. Handling Motions
Motions in General

• Must be addressed in hierarchical order, not the order they were presented to the Board
• Most Motions can only be made if no one else has the floor
A. The Main Motion
The Main Motion

• The lowest ranked Motion.
• Brings business before the Board.
  o Counterintuitive, because a motion must be made and seconded before the reason for the Motion is debated. A Director may second the Motion to open debate, and later vote “no” on the motion.

When can be made? When no business is pending.
Must be Seconded? Yes.
Debatable? Yes.
Amendable? Yes.
Vote: Majority.
Reconsiderable? Yes.
Sample Main Motion Timeline

1. Director makes a Main Motion
   • The Director may ask for assistance from the Chair in wording the Motion

2. Chair repeats the motion as stated by the Director

3. Chair requests a second on the Motion
   • If no second, the Motion fails

4. Chair opens the Motion to debate
   • The moving Director has first opportunity to speak

5. Chair grants the floor to Directors before they may speak
   • If there are Directors on both sides of the debate, the Chair should alternate between Directors on each side

6. Board votes on the Motion
B. Privileged Motions
Privileged Motions

• Unrelated to pending business
• Relate to special matters of immediate importance
Privileged Motions - In Hierarchical Order

1. Fix the Time to Which to Adjourn

Description: Sets a date and/or time for another meeting before the next regular meeting.

When can be made? When no one has the floor.

Must be Seconded? Yes.

Debatable? Only amendments are debatable.

Amendable? Yes, as to the date, hour or place.

Vote: Majority

Reconsiderable? Yes.

2. Adjourn

Description: Close the meeting entirely.

When can be made? When no one has the floor.

Must be Seconded? Yes.

Debatable? No.

Amendable? No.

Vote: Majority

Reconsiderable? No.
3. **Recess**

**Description:** A short intermission that does not adjourn the meeting.

**When can be made?**
When no one has the floor.

**Must be Seconded?** Yes.

**Debatable?** No.

**Amendable?** Yes, as to the length of the recess.

**Vote:** Majority

**Reconsiderable?** No.

4. **Raise a Question of Privilege**

**Description:** Interrupts current business to raise a question regarding the Board or a Director’s rights or privilege. For example, whether to dismiss staff or guests from Executive Session. Is In Order, even if someone else has the floor.

**When can be made?** Any time.

**Must be Seconded?** No.

**Debatable?** No.

**Amendable?** No.

**Vote:** Ruled on by the Chair

**Reconsiderable?** No.
5. Call for Orders of the Day.

Description: If the Order of Business or Business of the Day is not being followed, this motion requires that the Chair follow the Order of Business. In Order, even if interrupting someone who has the floor.

When can be made? Any time.

Must be Seconded? No.

Debatable? No.

Amendable? No.

Vote: Decided and enforced by the Chair. Two-Thirds to set aside the Order of Business or Business of the Day.

Reconsiderable? No.
C. Subsidiary Motions
Subsidiary Motions

• Assist with treating or disposing of Main Motions
• Can only be applied to other motions
• Out of Order when another individual has the floor
6. Lay on the Table

Description: Set aside the motion so it can be revisited at a later undetermined time.

When can be made? When no one has the floor.

Must be Seconded? Yes.

Debatable? No.

Amendable? No.

Vote: Majority

Reconsiderable? No.

7. Previous Question.

Description: Close debate immediately and vote on the underlying motion.

When can be made? When no one has the floor.

Must be Seconded? Yes.

Debatable? No.

Amendable? No.

Vote: Two-Thirds

Reconsiderable? Yes, before the underlying motion is voted on.
8. **Limit or Extend Limits of Debate**

*Description:* Limit Debate sets a time limit on how long the motion will be debated. Extend Limits of Debate extends the time limit if the Board wishes to discuss further.

*When can be made?* When no one has the floor.

*Must be Seconded?* Yes.

*Debatable?* No.

*Amendable?* Yes. But amendment is not debatable.

*Vote:* Two-Thirds

*Reconsiderable?* Yes, if the time in the motion has not yet expired.

9. **Postpone to a Certain Time/Postpone Definitely**

*Description:* Moves the Motion to later in the meeting or to a future meeting.

*When can be made?* When no one has the floor.

*Must be Seconded?* Yes.

*Debatable?* Yes, but cannot discuss the merits of the Main Motion.

*Amendable?* Yes, to change the time or place stated in the motion.

*Vote:* Majority

*Reconsiderable?* Yes, if motion previously carried.
10. **Commit/Refer to a Committee**

*Description:* Main Motion is sent to a committee to look into issues or to redraft a more complex motion.

*When can be made?* When no one has the floor.

*Must be Seconded?* Yes.

*Debatable?* Yes, but cannot discuss the merits of the Main Motion.

*Amendable?* Yes to change the committee to refer it to or the instructions to the committee.

*Vote: Majority*

*Reconsiderable?* Yes, if the committee has not yet begun consideration.

11. **Amend**

*Description:* Modify a pending motion.

*When can be made?* When no one has the floor.

*Must be Seconded?* Yes.

*Debatable?* Yes, if the motion it is applied to is debatable.

*Amendable?* Yes. Creates first, second, etc. amendments.

*Vote: Majority*

*Reconsiderable?* Yes.
12. **Postpone Indefinitely**

**Description:** Dispose of the motion without voting on the actual motion. Has the same effect as voting “no” on the main motion, but emphasizes the distaste for the motion.

**When can be made?** When no one has the floor.

**Must be Seconded?** Yes.

**Debatable?** Yes, if the motion it is attached to is debatable

**Amendable?** Yes

**Vote:** Majority

**Reconsiderable?** Yes.
D. Incidental Motions
Incidental Motions

• Assist with treating or disposing of Main Motions
• Do not have a specific hierarchy
  o Generally, handled immediately
• Can only be applied to other motions
• Out of Order when another individual has the floor
Point of Order

**Description:** Requests that the Chair enforce a rule that the Director believes the Chair missed/did not enforce.

**When can be made?** Any time.

**Must be Seconded?** No.

**Debatable?** No.

**Amendable?** No.

**Vote:** Decided by Chair. Chair can choose to have Board vote; majority vote.

**Reconsiderable?** No, but can be appealed.

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**Appeal**

**Description:** Appeal the Chairman’s decision on a matter of procedure.

**When can be made?** At the time of the ruling.

**Must be Seconded?** Yes.

**Debatable?** Yes.

**Amendable?** No.

**Vote:** Majority

**Reconsiderable?** Yes.
### Incidental Motions

#### Suspend the Rules

**Description:** Suspend a rule of order. **CANNOT** suspend requirements in the Bylaws, governing documents, or state or federal law.

**When can be made?** Any time.

**Must be Seconded?** Yes.

**Debatable?** No.

**Amendable?** No.

**Vote:** Two-Thirds

**Reconsiderable?** No.

#### Objection to the Consideration of the Question

**Description:** Dismiss the pending motion because it is inappropriate.

**When can be made?** Before debate.

**Must be Seconded?** No.

**Debatable?** No.

**Amendable?** No.

**Vote:** Two-Thirds

**Reconsiderable?** A motion not carried can be reconsidered.
Division of Question

Description: Motion to separate a single motion into several motions for clarify/organization.

When can be made? When no one else has the floor.

Must be Seconded? Yes.

Debatable? No.

Amendable? Yes.

Vote: Majority

Reconsiderable? No.

Consideration by Paragraph or Seriatim

Description: If the Main Motion is a written resolution, and this motion is approved, the Board will vote on each individual section or paragraph before voting on the resolution as a whole.

When can be made? If no one else has the floor.

Must be Seconded? Yes.

Debatable? No.

Amendable? Yes.

Vote: Majority

Reconsiderable? No.
Incidental Motions

**Division of the Assembly**

**Description:** Used if there is doubt as to the Chair’s announcement for a vote results. Requires a standing vote, but does not require the Chair to recount the vote.

**When can be made?** Any time.

**Must be Seconded?** No.

**Debatable?** No.

**Amendable?** No.

**Vote:** Single Director can request.

**Reconsiderable?** No.

**Motions Relating to Methods of Voting and the Polls**

**Description:** Requires a recounting of a vote by specific method. For example, request for ballot vote.

**When can be made?** When no one else has the floor.

**Must be Seconded?** Yes.

**Debatable?** No.

**Amendable?** Yes.

**Vote:** Majority

**Reconsiderable?** No.
Parliamentary Inquiry

**Description:** A request for the Chair’s opinion on a matter of parliamentary procedure.

**When can be made?** Any time.

**Must be Seconded?** No.

**Debatable?** No.

**Amendable?** No.

**Vote:** Single Director can request.

**Reconsiderable?** No.

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Request for Information

**Description:** Request for clarification of the facts for the business at hand.

**When can be made?** Any time.

**Must be Seconded?** No.

**Debatable?** No.

**Amendable?** No.

**Vote:** Single Director can request.

**Reconsiderable?** No.
Incidental Motions

Request for Permission (or Leave) to Withdraw or Modify a Motion

**Description:** Ask Chair for permission to modify or withdraw or modify a motion made by that Director.

**When can be made?** Any time.

**Must be Seconded?** No.

**Debatable?** No.

**Amendable?** No.

**Vote:** Single Director can request.

**Reconsiderable?** No.