



Cooperative Management Series

Parliamentary Procedure in the Board Room

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Board meetings are designed to conduct business, communicate with the manager, and plan for the future; however, if the meeting is not as efficient as it could be these objectives are hard to meet. Parliamentary procedure can aid boards in having smooth and well-organized meetings. The following is a crash course in parliamentary procedure according to Robert's Rules of Order.

Types of Motions

There are basically five types of motions that boards use: Privileged, Incidental, Subsidiary, Main and Unclassified. The three types of motions that boards are most familiar with are main, subsidiary, and privileged motions.

Main Motions

Main motions are made on business that has been brought before the assembly and can be debated and amended before a vote is made. Their use is to introduce new business to the board.

Subsidiary Motions

Subsidiary motions are applied to main motions to modify or delay them. Some common subsidiary motions include: motion to table, limit debate, postpone to a certain time, refer to a committee, amend, and postpone indefinitely.

Privileged Motions

Privileged motions include adjournment, recess, and questions of privilege. These motions allow the meeting to have controlled debate and take care of the opening and closing of the meeting.

Rules for Debate on Motions

When debating a main motion there are some general rules to follow to ensure that the motion is fully considered before voting.

The motion maker is always allowed to speak first so that the motion is fully explained; however, the motion maker is not allowed to speak again until everyone else has had an opportunity.

Time limits should be set for debate and followed. If more debate is needed the chairman can expand debate by a specific time period with a majority vote from the assembly.

All comments and debate must be directed to the chairman. This keeps the conversation on line with the agenda and the time limits.

Voting Options

There are various types of voting options available to the board.

- Viva Voce Vote or Voice Vote
- Roll Call Vote
- General Consent
- Division Vote
- Ballot Vote

Which option you use will depend on the sensitivity of the issue and the precedents set by the board. Generally a voice vote is sufficient for the general decisions of the board.

In some situations where the vote is close a division vote is called. This type of vote calls for board members to signify by raising their hand or giving some other sign, and counting individual votes.

If the bylaws require that voting be kept in the minutes, boards can employ roll call voting—each member is called on to cast their vote one way or another.

If a specific count is needed and individual members do not want to publicize their vote, a ballot vote can be made. Members record their vote on a ballot or sheet of paper. The board chairman then counts these ballots and the majority decides.

Directors have the right to change their vote, up until the time the results of the vote is announced by the Chair, unless the vote is by secret ballot. The chair will count the votes and announce the results.

Proxy votes are only to be used if permitted in the bylaws of the cooperative. The director may authorize another director, generally in writing, to vote in his or her absence. The proxy may then vote on only a particular vote (specifically limited proxy) or on all issues (general proxy), according to the discretion of the absent director.

Role of the Chairman

The chairman has a special role in the voting procedures of the board. The chairman is responsible for enforcing good decorum in the board room. He may appoint committees or decide points of order.

Voting by the chairman is a sensitive issue in many cases. According to Robert's Rules of Order the chair can make motions, speak on one side or the other on every motion, and vote. It is commonly accepted that the chairman only votes in the case of a tie. While this may be incorrect, according to Robert's Rules of Order, there is an exception.

This rule may be subject to the rule or custom within the particular board. If the board chairman has never voted and people believe he/she ought not vote, then it is probably better to follow custom. The chair can discuss this issue with the board at the beginning of his/her chairship. The chair cannot end debate on an issue without a motion from the floor.

The authority a board has, as well as its entire nature is described in the bylaws that create it. The chair should be familiar with these bylaws. The more familiar a chair is with the bylaws the easier it will be to implement parliamentary procedure.

Common Errors in Parliamentary Procedure

1. Prolonged discussion without a motion. This tends to violate the principle of "one thing at a time." It is the main reason the chair gets in trouble conducting meetings. Discussion without a motion can become rambling argument rather than constructive discussion; the chair may stop this rambling by requesting the business be placed before the group in the form of a motion.

2. Failure to confine discussion to the motion before the house. It is the chair's job to keep the meeting on track. The chair can rule a discussion out of order.
3. Failure to know and follow the essential steps in the presentation and disposition of a motion.
4. The prevalent belief that one individual's calling "question" forces an immediate vote. This obviously is not true since it would violate the principles of majority rule, rights of the minority, and courtesy. There is a procedure for forcing an immediate vote but it requires a motion of "previous question" and a two-thirds majority vote.
5. Closing nominations too quickly when conducting elections.
6. Voting on candidates in the reverse order from which they were nominated. Robert's Rules of Order states that candidates should be voted on in the order they were nominated primarily because the most competent candidates are usually nominated first.
7. Not calling for additional nominations when a nominating committee is used. The nominating committee selects the candidates that it feels are most competent; however, this does not mean that they must be accepted by acclamation. The floor must always be opened up for additional nominations.

Conclusion

Boards vary considerably from organization to organization and circumstance to circumstance. Parliamentary procedure assures that one issue is addressed at a time, that the majority rules, and that the rights of the minority are protected. It also sees that justice and courtesy is extended to all. Parliamentary procedure can help the board become more efficient, but the final authority in the cooperative is the bylaws and articles of incorporation.

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