

Rules of Order

For Board of Directors Meetings of the
Fairbanks Figure Skating Club

As adapted from:
Rules of Order for Association Boards by
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Edition 1.1

Rules of Order

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Rules of Order

All of these Rules of Order are suggested but are not required and may be changed by the majority vote of the Board at any time.

I. Agenda

- A. Open Forum (6:30-7:00 PM)
 - 1. The meeting will commence at 6:45 PM if no one arrives to participate by 6:45 PM.
 - 2. Members may speak about their concerns on any issue, whether it is on the agenda or not. The issues may **NOT** be voted on unless approved for addition to the agenda. Requests to add new items of business by a Member will be noted. Motions to add new items of business to the agenda based upon information presented or discussed during the Open Forum period may only be made by a Voting Board Member during the *Review of Agenda* portion of the meeting (see Section 1.D.).
 - 3. Strict time limitations should be imposed by the board (in the event of multiple Open Forum participants) and must be enforced. Each Member should address the President and must speak courteously and to the point. Board Members may question the Member about the problem or concern.

4. Once the open forum period is closed, any Member not on the Board must seek to be recognized unless the Board specifically requests input or information from a particular Member. This restriction must be strictly enforced because the purpose of the Board meeting is for the Club to conduct business. All disruptions must be addressed by the President and repeated violators must be removed from the meeting.

B. Call to Order

1. The President may call the meeting to order only if a quorum of the Voting Board Members is present in person. If a quorum does not exist, the meeting is not qualified to conduct business (unless applicable law or the bylaws provide otherwise, telephone participation is acceptable provided that the phone participant can hear and be heard by all other Voting Board Members in attendance). A Voting Board Member may not appear by proxy or mail ballot.
2. The meeting must be open to all Members and the Members must receive notice of the meeting, to the extent and, in accordance with, the bylaws, applicable law, or policies and procedures.
3. Once the Call to Order has been made, only Board Members of the Club are allowed to speak, make motions, or vote, unless there is a rule to the contrary (See Section II.A.7.). These limitations should be imposed by the board and must be enforced.

C. Officer or Committee Reports

1. This is the time in the agenda when any Committee Chair or Officer of the Board may report their findings or recommendations to the Board.
2. The FFSC has adopted a Consent Agenda (16-May, 2007), which strongly encourages Committee Chairs to submit a summary report to the Board no later than 7 days prior to the scheduled board meeting. The report will be read by all Voting Board Members prior to the meeting. Committee Chairs wishing to give an oral summary during this portion of the meeting, in lieu of, or in addition to, a written summary report, must adhere to a strict time limit of 5 minutes. This time limitation should be imposed by the board (as there are 8 or more committees) and must be enforced.
3. The written report or oral summary will then be acknowledged at the meeting allowing Voting Board Members to ask questions or comment. It is **NOT** appropriate to make motions or discuss items of business during this portion of the meeting. Requests to add new items of business by a Committee Chair or Officer will be noted. Motions to add new items of business to the agenda based upon information presented during the Officer or Committee reports may be made by A Voting Board Member during the *Review of Agenda* portion of the meeting (see Section 1.D.).
4. This time should also be used for any presentations/reports to be made by Board Members or its Officers.

D. Review of Agenda

1. The first draft of the agenda is prepared by one of the Officers prior to the meeting. Agenda items should ordinarily appear in the order as set forth in these Rules of Order.
2. The agenda "belongs" to the Board -- the Board may modify the agenda as it pleases by a majority vote, taking into consideration any discussion during the Open Forum and items requested to be added to New Business during the Officer or Committee Reports. This power should be used only when necessary as proper functioning of the Club requires advance planning.
3. At this point in the agenda, the Board Members may add or delete items from the agenda and may change the order of presentation.
4. When possible, changes to the agenda should be done by acquiescence of all Board Members. The agenda will be adopted, as amended, by a formal vote by the Voting Board Members.

E. Approval of Previous Minutes

1. The minutes need not be read aloud but they should be entered into the Club's official minute book, kept by an Officer. The minutes of previous meetings are not the official minutes of the Club unless and until the Voting Board Members vote to accept them.
2. The minutes are prepared by either the Secretary (or some other person appointed by the Board to act as Recording Secretary). Any Voting Board Member may suggest changes to the minutes before the Board adopts them. The suggested change should be set forth in the minutes for the record, and then the Voting Board Members should adopt or reject such changes.
3. Minutes should state precisely each motion considered by the Voting Board Members, and record the Board Member who made the motion, and whether or not the motion was carried. Minutes need not reflect the comments made except in those instances when the board desires to make a specific record. Whenever the Voting Membership makes a decision that the board feels may subject it to potential claims or liability, it shall be appropriate for the board to enact a resolution that states all of the facts and circumstances, the professional advice, and the rationale or other considerations upon which the Voting Membership's decision was based. Otherwise, it is not necessary, appropriate or recommended for the corporation to set forth the comments or discussion related to a specific motion. However, dissents by a Voting Member may be fully stated in the minutes when requested if approved by the board.
4. When possible, changes to the minutes and adoption of the minutes should be done by acquiescence of all Voting Board Members. The Board has adopted the approval of meeting minutes via e-mail (20-Jun, 2007), prior to the next meeting, in order to promptly provide said minutes to the Membership. Formal, in-person, voting on the minutes may still be utilized.

F. Treasurer's Report

G. Old and New Business

1. All items that were tabled during previous meetings must be revisited during the business portion, unless otherwise voted by the Voting Board Members.
2. The Voting Board Members may vote to postpone consideration of any old business or it may remove any item from consideration.
3. Except in the case of emergency business, all new items of business are heard only after all of the old items have been addressed (either by adopting or rejecting a motion or by postponing or removing the item from consideration).
4. All business must be conducted in the form of motions or resolutions adopted by a vote of the Voting Board Members (see Part II).
5. Any emergency items decided by the Board of Directors since the last meeting of the membership should be discussed and ratified at an open meeting (when required by law).

H. Closed Session

1. When closed sessions are permitted by law, the Board should move into closed session only after the regular business is conducted but before formal adjournment. All Members must be asked to leave except for those having a reason to participate (such as witnesses at a rule violation hearing).
2. Only the statutory exceptions are good cause for moving into closed session. The Board should announce to the Members present the purpose of the closed session (such as "to discuss rule violation matters").
3. Except as permitted by applicable law, no decisions, resolutions, or motions may be adopted in closed session. All business must be conducted in an open portion of the meeting.

4. The Board should **NOT** take minutes of closed sessions, except when the law permits the Board to make decisions in closed sessions.

I. Adjournment

1. Upon motion carried by the Board, or upon the conclusion of the agenda, the President shall announce the meeting is adjourned and the minutes shall reflect the time of adjournment.

II. Motions and Deliberations

A. Discussion

1. The President is normally the Chair of the board meeting. The Chair's role is to facilitate deliberations and to assist the Board in conducting its business in a fair and efficient manner. By a majority vote of the Voting Board Members, the President or other incumbent Chair may be removed from the Chair and any other Board Member may be assigned to Chair the meeting.
2. When an item of business is to be discussed, the Chair announces the item to be discussed and opens the floor to discussion.
3. The Chair, as a member of the Board, is entitled to voice his or her opinion, and cast votes on matters that come before the voting membership. However, the Chair has the responsibility for providing each Voting Board Member an equal and fair opportunity to be heard.
4. No one, other than the Chair, may interrupt the speaker who has the floor.
5. The Chair may impose reasonable time limitations. All time limitations must be uniformly imposed upon all of the Voting Board Members. The speaker shall be given a one-minute warning before time runs out. By vote of a majority of the Voting Board Members, time limits may be extended.
6. Discussion shall be limited to the item of business at hand, and the Chair shall have the authority to take the floor from a speaker who does not limit discussion to the item of business at hand.
7. A non-voting member or a guest may be recognized to speak only if a Voting Board Member wishes to obtain input from a non-voting member or guest and the Voting Board Members agree by a 2/3 vote. When possible, allowing a non-voting member to participate in the deliberations should be done by acquiescence of all Voting Board Members.
8. When it appears to the Chair that all Voting Board Members have had the opportunity to fully discuss the matter at hand, the Chair should announce that the item of business is ready for a vote.

B. Voting

1. There are 3 basic motions for each item of business
 - a. A motion to adopt a specific action by the Club.
 - b. A motion to table the item to another meeting (including fact-finding assignments to a person or committee)
 - c. A motion to remove an item from consideration
2. The Board Members are limited to one item of business at a time, but there are no limits to the number of motions that may be considered as to how to dispose of that item of business. Motions need to be seconded, but not recorded.

3. After each Voting Board Member has had the opportunity to discuss each motion presented for consideration, the Chair will call each motion presented to a vote. Those motions adopted affirmatively by a majority of voting members present are carried, provided a quorum is present.
4. The fact that a motion has been adopted or failed does not prevent the item of business from being added to the agenda in the future and all motions may be reconsidered at any time by the Board.
5. In the event that a Voting Board Member believes that an action by the Board is unlawful, contrary to the power and authority of the Board, or not in the best interests of the Club, that voting member may make an oral or written dissent explaining the reasons why he or she believes that a dissent is necessary. The oral or written dissent shall become part of the minutes.

C. Procedural Motions

1. Procedural Motions During Discussion
 - a. Only the original movant may modify or withdraw his or her motion. Likewise only the member providing a second may withdraw that action. Other Board Members may modify a motion by presenting it in the form of their own motion.
 - b. Motion to End Discussion and Vote on Motion - This is not a true motion, but is in the nature of a request to the Chair that the motions under discussion be brought to a vote. If the Chair refuses the request, the member may appeal the decision of the Chair (see below).
2. Procedural Motions Made Anytime
 - a. Appeal Decision of the Chair – Any member may appeal the decision of the Chair. The matter then shall be brought to a vote before the voting membership.
 - b. Suspend the Rules - Any member may make a motion to suspend the rules including the reasons why the Board should modify the rules or procedures in an individual case. Suspension of the rules may not be used to violate the intent of the Bylaws, Policies and Procedures, or other organizational documents.
3. Method of Handling Procedural Motions
 - a. If there is general acquiescence of all Voting Board Members to the motion, then the motion may carry without a formal vote.
 - b. If there is disagreement about the procedural motion, the matter shall be taken to a vote of the voting members. Once the Board has ruled upon a procedural motion, there is no right to reconsider or to repeat the motion.
 - c. There are no Questions of Privilege or Points of Order. All procedural questions are merged into the Appeal Decision of the Chair.
 - d. No person other than Voting Board Members may make any motion, including Procedural Motions.
4. Discipline and Order
 - a. In the event a Voting Board Member violates any of these Rules of Order or the decisions of the Chair, then the Chair may declare the member out of order.
 - b. With respect to a member who is out of order, the following discipline may be imposed at the discretion of the Chair:
 - i. the member may be warned without sanction
 - ii. the member may be excluded from discussion on the item of business at hand
 - iii. the member may be excluded from discussion of all items of business

- iv. for gross interference with the meeting, the member may be removed from that meeting
- c. A Voting Board Member who is declared out of order has the right to appeal the decision of the Chair both as to the question of whether the member was out of order and as to the question of discipline. The Voting Board Members shall approve or deny the appeal by a majority vote, except that the extreme sanction of removal from a meeting shall be upheld only by the vote of at least 2/3 of the remaining members of the Board.
- d. If the Voting Board Members uphold the declaration and/or discipline, the member has the right to dissent for the record before the imposition of sanctions.
- e. The legality of these sanctions depends upon the fact circumstances in which they are imposed. These sanctions should be used sparingly and only to the extent necessary to keep order. The board should obtain legal advice with respect to its authority to impose sanctions with respect to its own governing documents, applicable law, and the facts in any specific situation.

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