

## **PRESIDIO YACHT CLUB BY-LAWS**

These by-laws establish policies and procedures that govern the operation of the Presidio Yacht Club Incorporated, known as the Club. They may be amended by a majority vote of the voting members.

### **ARTICLE 1: OFFICES**

1.1. The principal executive office of the Club is the clubhouse (building number 679) on East Fort Baker at Horseshoe Bay, California.

1.2. Other offices may at any time be established by the Council at any place or places where the corporation is qualified to do business

### **ARTICLE 2: PURPOSE AND ORGANIZATION**

2. The purposes of the Club are to:

2.1. Conduct activities and promote fellowship in sailing, boating, and related activities;

2.2. Foster educational programs in boating safety, seamanship, and the operation and maintenance of pleasure craft;

2.3. Sponsor and conduct races and cruises;

2.4. Provide social activities for the members;

2.5. Support serving members of the armed forces of the United States; and

2.6. Any or all things necessary or incidental to this article.

### **ARTICLE 3: RULES AND REGULATIONS**

3.1. The Rules and Regulations are binding on the Council, Bridge, and all Club members.

3.2. The Rules and Regulations can be amend by a two-third vote of the Council.

3.3. All questions regarding the meaning of the Bylaws, Rules and Regulations, and Standard Operating Procedures will be determined by the Council and be final unless rescinded by the Council or a Special Meeting of the members convened for that purpose.

### **ARTICLE 4: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

4.1. Except to the extent prohibited by the then applicable law, the Club will reimburse, indemnify, and hold harmless any person made or threatened to be made a party to any action, suit or proceeding, civil or criminal, by reason of the fact that such person is or was a Council member or Officer of the Club or of any other corporation of any type or kind, domestic or foreign, for which such person has served in any capacity at the request of the Club, against judgments, fines, amounts paid in settlement and reasonable expenses (which the Club may advance) including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceedings, or any appeal. The right of indemnification will be contingent upon a finding by a disinterested majority of the Council of this Club, or if a majority of the Council is not disinterested, then by independent legal counsel, that such person was acting in good faith within what such person reasonably believed to be the scope of such person's authority or employment and for a purpose which such person reasonably believed to be in the best interest of the Club. The right of indemnification provided in this article will inure to each person referred to in this article, whether or not the claim asserted against such person is based on matters which arose in whole or in part prior to the adoption of this article, and in the event of such person's death, will extend to such person's legal representatives. Such right of indemnification will not be exclusive of any other right to which any such person may be entitled.

4.2. The Council in their discretion may authorize the Club to indemnify any person other than a Council member or Officer for expenses incurred or other amounts paid in any civil or criminal action, suit or proceeding to which such person is, or was threatened to be made a

party by reason of the fact that such person is or was an agent, employee or representative of the Club.

4.3. The Club will carry insurance sufficient to meet its obligations under the terms and provisions of this Article.

#### ARTICLE 5: Membership.

5.1. There are two classes of membership: voting and non-voting.

5.2. Membership eligibility, application, and dues will be in accordance with the Rules and Regulations.

5.3. A voting membership allows the holder to vote, hold office, serve on committees, and enjoy all privileges of the Club. A non-voting membership is not allowed to vote or hold office, but does allow the holder to enjoy all other privileges in the Club.

5.4. No member has any property, voting, or other interest in the assets or affairs of this Club except as expressly provided in these Bylaws.

5.5. No member of the Club is personally liable for the debts, liabilities or obligations of the Club.

5.6. Membership in the Club is not transferable.

#### ARTICLE 6: Anti-discrimination

6. The Club will abide by all current state and federal anti-discrimination laws.

#### ARTICLE 7: Board of Directors.

7.1. The Board of Directors of the Club will be known as the Council.

7.2. The Council exercises the powers of the corporation, controls its assets and property, and conducts its affairs except as otherwise provided for in these bylaws or by law.

7.3. The Council will consist of eight elected members not including the Bridge. Seats for the Council will be filled four at a time annually - four on even numbered years and four on odd numbered years - by an election of the voting members.

7.4. All Council members will hold office during the two year term for which they were chosen to serve.

7.5. The Council will select the President each year from among their members at the first meeting after the election. The President serves as the Chairperson of the Council and will preside at the meetings of the Council. During brief absences, the President will designate a Council member to preside in his or her behalf.

7.6. If a member vacates a seat on the Council, the Council will select a replacement from the members of the Club to fill the vacancy. This appointee will serve for the remainder of the term.

#### ARTICLE 8: Council Meetings.

8.1. The Council, Bridge, and Appointees will meet at the call of its President. The President will call for a meeting at least quarterly.

8.2. All Club meetings will be conducted in accordance with Rosenberg's Revised Rules of Order as amended by the Council.

8.3. Club members may attend the Council's meetings and may request to address the Council when recognized by the President and are limited to five minutes not including questions from the Council. The Council may vote to go into a closed session at any time and exclude everyone who is not a member of the Council.

8.4. When voting on motions, each Council member, excluding the President, and Flag Officer will have one vote, except Flag Officers serving jointly in one position who will share one vote. The Council President does not vote unless there is a tie.

8.5. A quorum is greater than half the number of Council members including the Bridge.

## ARTICLE 9: Officers.

### 9.1. Bridge.

9.1.1. The Bridge, also known as Flag Officers, will consist of a Commodore, Vice Commodore, and Rear Commodore.

9.1.2. The Bridge will be elected annually by the voting members and will hold office for one year.

9.1.3. The Commodore will oversee the affairs of the Club in accordance with the budgets, policies, operating procedures, and directives of the Council and perform such duties as are normally incidental to the office of commodore of a yacht club. The Commodore will represent the Club in activities with other yacht clubs and yachting associations and will be the primary spokesman for the Club before such clubs and organizations. The Commodore will provide a report of plans and activities as appropriate at each Council meeting. The Commodore is the Chief Executive of the Club and will have the sole right to sign contracts and agreements in the name of the Club with the approval of the Council.

9.1.4. The Vice Commodore areas of oversight include boating activities (such as races and club cruises), boating safety, and educational activities excluding the Travis Air Force Base sail training program. In the absence of the Commodore, the Vice Commodore will perform the duties of Commodore. The Vice Commodore will provide a report of plans and activities as appropriate at each Council meeting. The Vice Commodore will coordinate any actions regarding the above areas with Marina management, if necessary. The safety and sailing activities committees, if appointed, will report to the Vice Commodore.

9.1.5. The Rear Commodore is primarily responsible for the social functions of the Club such as dinners and visiting cruisers. The Rear Commodore will provide a report of plans and activities as appropriate at each Council meeting. The Rear Commodore will coordinate any actions regarding the above areas with Marina management, if necessary.

9.1.6. A vacancy in the Bridge will be filled for the unexpired term by appointment by the Council.

### 9.2. Treasurer.

The Treasurer will be a member of the Club appointed by the Council. The appointee may be a member of the Council.

### 9.3. Secretary.

9.3.1. The Secretary records the minutes of Council meetings, prepares and distributes a draft of minutes to the Council and Bridge, and distributes approved minutes to all members.

9.3.2. The Secretary will be appointed by the President from among the Council members and approved by the Council.

## ARTICLE 10: Elections.

10.1. Elections will be conducted in accordance with the Rules and Regulations.

10.2. Proxy votes are not permitted.

## ARTICLE 11: Meetings of the Members.

11.1. The annual meeting of the Club members will normally be held in October at a day and time designated by the Commodore. Council and Bridge officers will be elected on the day of the annual meeting using the procedures in the Rules and Regulations.

11.2. Special meetings of the members may be called at any time by the President of the Council, the Commodore, or upon written request to the President signed by 25 or more members stating the purpose of the meeting.

11.2.1. The Secretary will send a notice via electronic mail to each member at least ten (10) days prior to the meeting of the time and place of such a meeting and the business to be transacted.

ARTICLE 12: Finances.

12.1. The Treasurer has charge and custody of, and is responsible for all funds, securities and assets of the Club and deposits all such funds in the name of the Club in such banks or depository institutions as selected by the Council.

12.2. The Treasurer will ensure all tax reports, statements, and certificates required by law are properly kept, made, and filed according to law including any documentation required to maintain the Club's not-for-profit status.

12.3. Neither the Council, Bridge, appointees, nor any other person will have the power to commit the Club financially for any debt greater than the amount of money immediately available and not required for prior debts or liabilities, or at the time of contracting such debt, money due the Club and not required for prior debts or liabilities.

12.4. Neither the Council, Bridge, appointees, nor any other person may commit the Club financially for any debt greater than the amount specifically set for that purpose by the Council in the annual budget or approved by the Council in meeting.

12.5. Any member of the Club may at any time submit resignation of their membership in writing to the Council. There will be no refund of the annual dues paid. Resignation does not remove a member's financial obligations to the Club.

12.6. The Council will have the sole right to establish all dues, rates, and prices.

## **RULES AND REGULATIONS**

### ARTICLE 1: Burgee.

The Burgee of the Club will be a white pennant with a red diamond centered thereon.

### ARTICLE 2: Membership.

2.1. Membership in the Club will consist of Active Duty, Veteran and Government, Regular, Honorary, and Spousal Members.

2.1.1. Active Duty membership will be extended to active duty (full-time) members of the Uniformed Services as defined in 10 USC 101.a.5 (That is: the United States Army, Air Force, Navy, Marine Corp, Coast Guard, Commissioned Corps of the National Oceanic and Atmospheric Administration, and Commissioned Corps of the Public Health Service.) including the Active Guard Reserve (AGR).

2.1.2. Veteran and Government membership will be extended to all honorable veterans of the Uniformed Services as defined in 10 USC 101.a.5 including serving traditional (part-time) Reservists and National Guardsmen, current members of the United States Coast Guard Auxiliary, and full-time employees of the United States Government, endorsed by at least two members of the Club.

2.1.3. Regular membership will be extended to all others endorsed by at least two members of the Club.

2.1.4. Honorary membership will be extended to individuals who are nominated by a Council member and voted in by the Council. Honorary Members are not required to fill out an application form. They do not pay dues, but are not exempt from fees for other Club activities. This honor may be extended to individuals who have made a significant contribution to the armed forces or the Club. Honorary Members may pay dues to enjoy all the privileges of regular membership. Non-dues-paying Honorary Members are not eligible to vote or hold any office.

2.1.5. Spouses or domestic partners of members are automatically eligible for all Club programs and activities except that each couple shares between them one vote for all elections and votes on special issues and referendums. They are eligible to hold office.

2.2. Active Duty, Veteran and Government, and Regular members are voting members.

2.3. Dues.

2.3.1. Existing members: Dues for existing members are charged annually and are due on 1 January, with or without notice.

2.3.2. New members: Dues for new members will be prorated for the number of months remaining in the year. New members, except for certain categories, will also be charged an initiation fee.

2.3.3. Dues and initiation fees will be:

2.3.3.1. Active Duty: dues \$0 for E-4 and below and \$60 for E-5 and above, no initiation fee.

2.3.3.2. Veteran and Government: dues \$180, initiation fee \$50.

2.3.3.3. Regular: dues \$280, initiation fee \$50.

2.3.4. Members who are placed on active duty military orders and deployed to a combat zone for greater than 90 days will have their membership dues waived or refunded for those months they were deployed.

2.4. Membership information, including but not limited to names, addresses and phone numbers, is confidential and may not be released to a third party without approval of the Council.

### ARTICLE 3: Elections.

### 3.1. Nominations.

3.1.1. The Council will appoint at least three Club members, one of whom must be a past Commodore of the Club, to form a Nominating Committee no later than 15 May. The Council will also designate the chairperson of the Nominating Committee.

3.1.2. The Committee will invite nominations from the general membership by posting notices by electronic mail, in the "Porthole", and on the Club bulletin boards identifying the Nominating Committee members and how they can be contacted with recommendations.

3.1.3. No member of the Nominating Committee may be nominated to any elected position. However, any member of the Nominating Committee may be a write-in candidate.

3.1.4. The Committee will interview each potential candidate. The Committee will present nominations for the positions of Commodore, Vice Commodore, Rear Commodore, and at least four candidates for the Council for approval at the July Council meeting. The Nominating Committee may nominate more than one person to serve jointly for any Bridge position, if they so wish. All nominees must have been members in good standing for at least two years.

3.1.5. The Secretary will post the approved list by electronic mail, in the "Porthole", and on the Club bulletin boards no later than the end of July.

### 3.2. Ballot.

3.2.1. In addition to those named by the Nominating Committee, any member who wishes to be nominated for any position can do so by submitting a petition with at least ten signatures from voting members to the Nominating Committee no later than 1 September. Members who petition to be nominated must have been members in good standing for at least two years. The names of the members nominated by this process will be added to the ballot.

3.2.2. All nominees on the ballot may submit an autobiography no later than 1 September for publication with the ballot.

3.2.3. For the Council, the ballot will list each candidate in alphabetical order plus one or more spaces for right-in candidates with a selection box beside each one. Members may select none or up to four of the candidates for the Council. Cumulative voting is not permitted.

3.2.4. For the Bridge, the ballot will list each candidate or joint candidates for position in alphabetical order plus one or more spaces for right-in candidates with a selection box beside each one. Members may select only one candidate or joint candidates, for each position.

### 3.3. Voting.

3.3.1. The primary means for election will be via an on-line electronic ballot. The web site to be used for the election will be set-up no later than 15 September. The instructions for voting, biographies, link to the on-line ballot will be electronically mailed to the members. All votes must be submitted on the web site no later than noon of the day of the General Membership Meeting.

3.3.3. For those members that do not have electronic mail addresses, ballots will be mailed no later than 15 September. The instructions for voting, biographies, and a ballot will be mailed to the members with two envelopes, one of which will have the Club's mailing address. The members will put their filled in ballot inside the envelope without any markings; this is to make their vote anonymous. The ballot envelope will then be put into the envelope with the Club's address with the member printing his name and signing on the back; this is so the Committee can validate the vote is from a member. These steps will be included in the instructions. The election ballots must be sent to the Club attention "Nominating Committee" either by mail, hand delivered, or deposited in the ballot box no later than noon of the day of the General Membership Meeting. The Committee will not open the mailed or hand-delivered ballots prior to the official ballot counting.

### 3.4. Selection.

3.4.1. The counting of the ballots will be conducted by the Committee. After the final count is agreed upon by all members of the Committee, they will present the ballots and the final count to the Secretary. The Secretary will certify the election results and announce the

results at the General Membership Meeting. The results will also be published in the next issue of the "Porthole".

3.4.2. The four Council candidates who receive the most votes and are also selected on at least 10% of the valid ballots will be elected to the Council.

3.4.3. In order to be elected to a Bridge position, a candidate must receive a simple majority of the total selections for that position.

3.4.4. Write-in candidates must meet the same requirements of named candidates in order to be eligible for election. If a write-in candidate does not meet the requirement, votes for that candidate will not be counted.

#### ARTICLE 4: Phifer Trophy.

4.1. In addition to the procedures in Article 3, the Nominating Committee will also select the Yachtsman of the Year. The Phifer Trophy was donated to the Club by Mrs. Heloise Phifer to honor her husband, Rear Admiral Thomas Phifer who was a long time club member and avid boatsman. This annually awarded trophy is to honor the person who contributed most to the goals and ideals of the Club.

4.2. The Nominating Committee will solicit nominations from the members in time to make a selection based on the above criteria. The selection for Yachtsman of the Year must be presented to the Council for approval no later than October. The Yachtsman of the Year will be announced at the Change of Watch.

4.3. A plaque with the awardee's name will be affixed to the Phifer Trophy on display in the club lounge.

#### ARTICLE 5: Dinners.

5.1. Cancellations and No Shows: The organizer of the dinner must be notified of cancellations at least 48 hours before the event or the member will be charged the full cost of the meal. If the member has an outstanding balance, they will not be eligible to attend future functions until their bill is paid in full.

5.2. Pre-Pay Events: For events over \$20 per person (New Year's Eve, Crab Feed, et cetera) members must pay in advance. The payment will be the reservation. Unless specified otherwise, cancellations must be received 48 hours before the event to receive a refund.

5.3. Parties of Six or More: Parties of six or more will be required to pay one week in advance. If payment is not received, the reservation will be canceled.

5.4. Child Pricing: Children 12 and under will be half-price. All others will be full price; no exceptions.

5.5. Proof of Payment: On the day or evening of the event, each individual will receive a ticket, sticker, or name tag to wear as proof of payment.

5.6. Walk-Ins: People who show up for dinner without a reservation can be seated on a space available basis after those with reservations have been seated. An additional \$5 fee will be added to the cost of the dinner. Those that have a reservation but do not show will be forgiven once, but must pay in advance if they do not show more than once.

5.7. Chef and Crew: The volunteer chef for dinner and up to four assistants will be not charged for the dinner.

5.8. Non-Members: Non-members will pay an additional \$5 at dinners. Visiting PICYA members will be charged as Club members. Guests paid for by a Club member will be charged as Club members.

#### ARTICLE 6: Finances:

- 6.1. The Treasurer issues all payments. Any payments over \$1,500 must be specifically approved by the Council.
- 6.2. All checks greater than \$3,000 must be endorsed by both the Treasurer and the Commodore.
- 6.3. The Treasurer is responsible for presenting a financial statement at each Council meeting. The statement will include the balance of accounts, transactions since the last meeting, and future liabilities.
- 6.4. If more than \$500 in cash is collected, it must be deposited within 2 business days.
- 6.5. Using the the previous year's budget as a basis, the Treasurer will collect budget inputs from the Council, Bridge, and committees and compile a budget for consideration by the Council no later than 31 December.
- 6.6. Council members, Bridge officers, and Appointees serve without compensation.

#### ARTICLE 7: DISCIPLINE AND REMOVAL FROM OFFICE

- 7.1. Any charge of misconduct, negligence, or cause for expulsion must be presented in writing to the Commodore or Council President and must be endorsed by at least five voting members.
- 7.2. Should any Council member be charged, the remaining members of the Council will hold a hearing to determine the validity of the charges. The accused will be furnished with a written copy of the charges and be notified in writing of the time and place of the hearing at least ten days prior to the hearing. After hearing the charges and arguments, the remaining Council members will vote. If the accused should be found guilty, the accused is effectively immediately removed from the Council. The guilty party may then be expelled from the Club using the procedures in 7.4.
- 7.3. Should any Flag Officer or Appointee be charged, the Council will hold a Special Meeting of the Members to determine the validity of the charges. The accused will be furnished with a written copy of the charges and be notified in writing of the time and place of the meeting at least ten days prior to the hearing. After hearing the charges and arguments, the members will vote. If the accused should be found guilty, the accused is effectively immediately removed from office. The guilty party may then be expelled from the Club using the procedures in 7.4.
- 7.4. Should any member be charged, the Council will hold a Special Meeting of the Members to determine the validity of the charges. The accused will be furnished with a written copy of the charges and be notified in writing of the time and place of the meeting at least ten days prior to the hearing. After hearing the charges and arguments, the members will vote. If the accused should be found guilty, the accused is effectively immediately expelled from the Club.

## **APPENDIX: “Rosenberg’s Rules of Order, Revised”**

By Judge Dave Rosenberg

### Introduction

This treatise on modern parliamentary procedure is built on a foundation supported by the following four pillars: (1) Rules should establish order. The first purpose of rules of parliamentary procedure is to establish a framework for the orderly conduct of meetings. (2) Rules should be clear. Simple rules lead to wider understanding and participation. Complex rules create two classes: those who understand and participate; and those who do not fully understand and do not fully participate. (3) Rules should be user friendly. That is, the rules must be simple enough that the public is invited into the body and feels that it has participated in the process. (4) Rules should enforce the will of the majority while protecting the rights of the minority. The ultimate purpose of rules of procedure is to encourage discussion and to facilitate decision-making by the body. In a democracy, majority rules. The rules must enable the majority to express itself and fashion a result, while permitting the minority to also express itself, but not dominate, and fully participate in the process.

### Establishing a Quorum

The starting point for a meeting is the establishment of a quorum. A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. The default rule is that a quorum is one more than half the body. So, for example, in a five-member body a quorum is three. When the body has three members present, it can legally transact business. If the body has less than a quorum of members present, it cannot legally transact business. And even if the body has a quorum to begin the meeting, the body can lose the quorum during the meeting when a member departs (or even when a member leaves the dais), and when that occurs the body loses its ability to transact business until and unless a quorum is reestablished.

The default rule, identified above, however, gives way to a specific rule of the body which establishes a quorum. So, for example, the rules of a particular five-member body may indicate that a quorum is four members for that particular body. The body must follow the rules it has established for its quorum. In the absence of such a specific rule, the quorum is one more than half the members of the body.

### The Role of the Chair

While all members of the body should know and understand the rules of parliamentary procedure, it is the Chair of the body who is charged with applying the rules in the conduct of the meeting. The Chair should be well versed in those rules. The Chair, for all intents and purposes, makes the final ruling on the rules every time the Chair states an action. In fact, all decisions by the Chair are final unless overruled by the body itself.

Since the Chair runs the conduct of the meeting, it is usual courtesy for the Chair to play a less active role in the debate and discussion than other members of the body. This does not mean that the Chair should not participate in the debate or discussion. To the contrary, the Chair as a member of the body has the full right to participate in the debate, discussion and decision-making of the body. What the Chair should do, however, is strive to be the last to speak at the discussion and debate stage, and the Chair should not make or second a motion unless the Chair is convinced that no other member of the body will do so at that point in time.

### The Basic Format for an Agenda Item Discussion

Formal meetings normally have a written, often published agenda. Informal meetings may have only an oral or understood agenda. In either case, the meeting is governed by the agenda and the agenda constitutes the body's agreed-upon road map for the meeting. And each agenda item can be handled by the Chair in the following basic format:

First, the Chair should clearly announce the agenda item number and should clearly state what the agenda item subject is. The Chair should then announce the format (which follows) that will be followed in considering the agenda item.

Second, following that agenda format, the Chair should invite the appropriate person or persons to report on the item, including any recommendation that they might have. The appropriate person or persons may be the Chair, a member of the body, a staff person, or a committee chair charged with providing input on the agenda item.

Third, the Chair should ask members of the body if they have any technical questions of clarification. At this point, members of the body may ask clarifying questions to the person or persons who reported on the item, and that person or persons should be given time to respond.

Fourth, the Chair should invite public comments, or if appropriate at a formal meeting, should open the public meeting for public input. If numerous members of the public indicate a desire to speak to the subject, the Chair may limit the time of public speakers. At the conclusion of the public comments, the Chair should announce that public input has concluded (or the public hearing as the case may be is closed).

Fifth, the Chair should invite a motion. The Chair should announce the name of the member of the body who makes the motion.

Sixth, the Chair should determine if any member of the body wishes to second the motion. The Chair should announce the name of the member of the body who seconds the motion. (It is normally good practice for a motion to require a second before proceeding with it, to ensure that it is not just one member of the body who is interested in a particular approach. However, a second is not an absolute requirement, and the Chair can proceed with consideration and vote on a motion even when there is no second. This is a matter left to the discretion of the Chair.)

Seventh, if the motion is made and seconded, the Chair should make sure everyone understands the motion. This is done in one of three ways: (1) The Chair can ask the maker of the motion to repeat it. (2) The Chair can repeat the motion. (3) The Chair can ask the secretary or the clerk of the body to repeat the motion.

Eighth, the Chair should now invite discussion of the motion by the body. If there is no desired discussion, or after the discussion has ended, the Chair should announce that the body will vote on the motion. If there has been no discussion or very brief discussion, then the vote on the motion should proceed immediately and there is no need to repeat the motion. If there has been substantial discussion, then it is normally best to make sure everyone understands the motion by repeating it.

Ninth, the Chair takes a vote. Simply asking for the "ayes", and then asking for the "nays" normally does this. If members of the body do not vote, then they "abstain". Unless the rules of the body provide otherwise (or unless a super-majority is required as delineated later in these rules) then a simple majority (as defined in law or the rules of the body as delineated later in these rules) determines whether the motion passes or is defeated.

Tenth, the Chair should announce the result of the vote and should announce what action (if any) the body has taken. In announcing the result, the Chair should indicate the names of the members of the body, if any, who voted in the minority on the motion. This announcement might take the following form: "The motion passes by a vote of 3-2, with Smith and Jones dissenting. We have passed the motion requiring 10 days notice for all future meetings of this body."

## Motions in General

Motions are the vehicles for decision-making by a body. It is usually best to have a motion before the body prior to commencing discussion of an agenda item. This helps the body focus.

Motions are made in a simple two-step process. First, the Chair should recognize the member of the body. Second, the member of the body makes a motion by preceding the member's desired approach with the words: "I move . . . ." So, a typical motion might be: "I move that we give 10-day's notice in the future for all our meetings."

The Chair usually initiates the motion by either (1) Inviting the members of the body to make a motion. "A motion at this time would be in order." (2) Suggesting a motion to the members of the body. "A motion would be in order that we give 10-day's notice in the future for all our meetings." (3) Making the motion. As noted, the Chair has every right as a member of the body to make a motion, but should normally do so only if the Chair wishes to make a motion on an item but is convinced that no other member of the body is willing to step forward to do so at a particular time.

## The Three Basic Motions

There are three motions that are the most common and recur often at meetings:

The basic motion. The basic motion is the one that puts forward a decision for the body's consideration. A basic motion might be: "I move that we create a 5-member committee to plan and put on our annual fund raiser."

The motion to amend. If a member wants to change a basic motion that is before the body, they would move to amend it. A motion to amend might be: "I move that we amend the motion to have a 10-member committee." A motion to amend takes the basic motion which is before the body and seeks to change it in some way.

The substitute motion. If a member wants to completely do away with the basic motion that is before the body, and put a new motion before the body, they would move a substitute motion. A substitute motion might be: "I move a substitute motion that we cancel the annual fund raiser this year."

"Motions to amend" and "substitute motions" are often confused. But they are quite different, and their effect (if passed) is quite different. A motion to amend seeks to retain the basic motion on the floor, but modify it in some way. A substitute motion seeks to throw out the basic motion on the floor, and substitute a new and different motion for it. The decision as to whether a motion is really a "motion to amend" or a "substitute motion" is left to the chair. So that if a member makes what that member calls a "motion to amend", but the Chair determines that it is really a "substitute motion", then the Chair's designation governs.

## Multiple Motions Before the Body

There can be up to three motions on the floor at the same time. The Chair can reject a fourth motion until the Chair has dealt with the three that are on the floor and has resolved them. As a practical matter, more than three motions on the floor at one time tends to be too confusing and unwieldy for most everyone – so keep the maximum at three for the sake of clarity.

When there are two or three motions on the floor (after motions and seconds) at the same time, the vote should proceed first on the last motion that is made. So, for example, assume the first motion is a basic “motion to have a 5-member committee to plan and put on our annual fund raiser.” During the discussion of this motion, a member might make a second motion to “amend the main motion to have a 10-member committee, not a 5-member committee to plan and put on our annual fund raiser.” And perhaps, during that discussion, a member makes yet a third motion as a “substitute motion that we not have an annual fund raiser this year.” The proper procedure would be as follows:

First, the Chair would deal with the third (the last) motion on the floor, the substitute motion. After discussion and debate, a vote would be taken first on the third motion. If the substitute motion passed, it would be a substitute for the basic motion and would eliminate it. The first motion would be moot, as would the second motion (which sought to amend the first motion), and the action on the agenda item would be completed on the passage by the body of the third motion (the substitute motion). No vote would be taken on the first or second motions.

Second, if the substitute motion failed, the Chair would now deal with the second (now, the last) motion on the floor, the motion to amend. The discussion and debate would focus strictly on the amendment (should the committee be 5 members or 10 members). If the motion to amend passed the Chair would now move to consider the main motion (the first motion) as amended. If the motion to amend failed the Chair would now move to consider the main motion (the first motion) in its original format, not amended.

Third, the Chair would now deal with the first motion that was placed on the floor. The original motion would either be in its original format (5-member committee), or, if amended, would be in its amended format (10-member committee). And the question on the floor for discussion and decision would be whether a committee should plan and put on the annual fund raiser.

#### To Debate or Not to Debate

The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the body. The debate can continue as long as members of the body wish to discuss an item, subject to the decision of the Chair that it is time to move on and take action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the body to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the Chair must immediately call for a vote of the body without debate on the motion):

A motion to adjourn. This motion, if passed, requires the body to immediately adjourn to its next regularly scheduled meeting. It requires a simple majority vote.

A motion to recess. This motion, if passed, requires the body to immediately take a recess. Normally, the Chair determines the length of the recess which may be a few minutes or an hour. It requires a simple majority vote.

A motion to fix the time to adjourn. This motion, if passed, requires the body to adjourn the meeting at the specific time set in the motion. For example, the motion might be: "I move we adjourn this meeting at midnight." It requires a simple majority vote.

A motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on "hold". The motion can contain a specific time in which the item can come back to the body: "I move we table this item until our regular meeting in October." Or the motion can contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the body will have to be taken at a future meeting. A motion to table an item (or to bring it back to the body) requires a simple majority vote.

A motion to limit debate. The most common form of this motion is to say: "I move the previous question" or "I move the question" or "I call the question" or simply "question." (As a practical matter, when a member calls for the "question" the chair can expedite things by simply asking the body if anyone wishes to continue discussing the underlying matter. If no one wishes to discuss it further, the chair can proceed to a vote on the underlying matter - without having to vote on the "question". On the other hand, if even one member of the body wishes further discussion and debate on the underlying matter, then the chair has to treat the call for the "question" as a motion and proceed accordingly.) When a member of the body makes such a motion for the "question", the member is really saying: "I've had enough debate. Let's get on with the vote". When such a motion is made, the Chair should ask for a second, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a 2/3 vote of the body. Note: that a motion to limit debate could include a time limit. For example: "I move we limit debate on this agenda item to 15 minutes." Even in this format, the motion to limit debate requires a 2/3 vote of the body. A similar motion is a motion to object to consideration of an item. This motion is not debatable, and if passed, precludes the body from even considering an item on the agenda. It also requires a 2/3 vote.

### Majority and Super-Majority Votes

In a democracy, a simple majority vote determines a question. A tie vote means the motion fails. So in a 7-member body, a vote of 4-3 passes the motion. A vote of 3-3 with one abstention means the motion fails. If one member is absent and the vote is 3-3, the motion still fails.

All motions require a simple majority, but there are a few exceptions. The exceptions come up when the body is taking an action which, effectively, cuts off the ability of a minority of the body to take an action or discuss an item. These extraordinary motions require a 2/3 majority (a super-majority) to pass:

Motion to limit debate. Whether a member says "I move the previous question" or "I move the question" or "I call the question" or "I move to limit debate", it all amounts to an attempt to cut off the ability of the minority to discuss an item, and it requires a 2/3 vote to pass.

Motion to close nominations. When choosing officers of the body (like the Chair) nominations are in order either from a nominating committee or from the floor of the body. A motion to close nominations effectively cuts off the right of the minority to nominate officers, and it requires a 2/3 vote to pass.

Motion to object to the consideration of a question. Normally, such a motion is unnecessary since the objectionable item can be tabled, or defeated straight up. However, when members of a body do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable, and it requires a 2/3 vote to pass.

Motion to suspend the rules. This motion is debatable, but requires a 2/3 vote to pass. If the body has its own rules of order, conduct or procedure, this motion allows the body to suspend the rules for a particular purpose. For example, the body (a private club) might have a rule prohibiting the attendance at meetings by non-club members. A motion to suspend the rules would be in order to allow a non-club member to attend a meeting of the club on a particular date or on a particular agenda item.

## Counting Votes

The matter of counting votes starts simple, but can become complicated.

Usually, it's pretty easy to determine whether a particular motion passed or whether it was defeated. If a simple majority vote is needed to pass a motion, then one vote more than 50% of the body is required. So, for example, in a five-member body, if the vote is 3 in favor and 2 opposed, the motion passes. If it is 2 in favor and 3 opposed, the motion is defeated.

If a two-thirds majority vote is needed to pass a motion, then how many affirmative votes are required? The simple rule of thumb is to count the "no" votes and double that count to determine how many "yes" votes are needed to pass a particular motion. So, for example, in a seven-member body, if 2 members vote "no" then the "yes" vote of at least 4 members is required to achieve a two-thirds majority vote to pass the motion.

What about tie votes? In the event of a tie vote, the motion always fails since an affirmative vote is required to pass any motion. So, for example, in a five member body, if the vote 2 in favor and 2 opposed, with 1 member absent, the motion is defeated.

Vote counting starts to become complicated when members vote "abstain" or in the case of a written ballot, cast a blank (or unreadable) ballot. Do these votes count, and if so, how does one count them? The starting point is always to check the statutes.

In California, for example, for an action of a board of supervisors to be valid and binding, the action must be approved by a majority of the board. California Government Code Section 25005. Typically, this means 3 of the 5 members of the board must vote affirmatively in favor of the action. A vote of 2 to 1 would not be sufficient. A vote of 3 to 0 with two abstentions would, be sufficient. In general law cities in California, as another example, resolutions or orders for the payment of money and all ordinances require a recorded vote of the total members of the city council. California Government Code Section 36936. Cities with charters may prescribe their own vote requirements. Local elected officials are always well-advised to consult with their local agency counsel on how state law may affect the vote count.

After consulting state statutes, step number two is to check the rules of the body. If the rules of the body say that you count votes of "those present" then you treat abstentions one way. However, if the rules of the body say that you count the votes of those "present and voting" then you treat abstentions a different way. And if the rules of the body are silent on the subject, then the general rule of thumb (and default rule) is that you count all votes that are "present and voting". Accordingly, under the "present and voting" system you would NOT count abstain votes on the motion. Members who abstain are counted for purposes of determining quorum (they are "present"), but you treat the abstention votes on the motion as if they did not exist (they are not "voting"). On the other hand, if the rules of the body specifically say that you count votes of those "present" then you DO count abstain votes both in establishing the quorum and on the motion. In this event, the abstention votes act just like "no" votes.

How does this work in practice? Let's look at a few examples.

Let's assume that we have a five-member city council voting on a motion that requires a simple majority vote to pass, and let's assume further that the body has no specific rule on counting votes. Accordingly, the default rule kicks in and we count all votes of members that are "present and voting". If the vote on the motion is 3-2, the motion passes. If the motion is 2-2 with 1 abstention, the motion fails.

Let's assume we have a five-member city council voting on a motion that requires a two-thirds majority vote to pass, and let's further assume that the body has no specific rule on counting votes. Again, the default rule applies. If the vote is 3-2, the motion fails for lack of a two-thirds majority. If the vote is 4-1, the motion passes with a clear two-thirds majority. A vote of 3 "yes", 1 "no" and 1 "abstain" also results in passage of the motion. Once again, the abstention is counted only for the purpose of determining quorum, but on the actual vote on the motion, it is as if the abstention vote never existed - so an effective 3-1 vote is clearly a two-thirds majority vote.

Now, let's change the scenario slightly. Let's assume the same five-member city council voting on a motion that requires a two-thirds majority vote to pass, but let's now assume that the body DOES have a specific rule requiring a two-thirds vote of members "present". Under this specific rule, we must count the members present not only for quorum but also for the motion. In this scenario, any abstention has the same force and effect as if it were a "no" vote. Accordingly, if the vote were 3 "yes", 1 "no" and 1 "abstain", then the motion fails. The abstention in this case is treated like a "no" vote and effective vote of 3-2 is not enough to pass two-thirds majority muster.

And, how, exactly, does a member cast an "abstention" vote? Any time a member votes "abstain" or says "I abstain", that is an abstention. However, if a member votes "present" that is also treated as an abstention (the member is, essentially, saying, "count me for purposes of a quorum, but my vote on the issue is abstain"). In fact, any manifestation of intention to vote neither "yes" nor "no" on the pending motion may be treated by the chair as an abstention. And if written ballots are cast, a blank or unreadable ballot is counted as an abstention as well.

Can a member vote "absent" or "count me as absent"? Interesting question. The ruling on this is up to the chair. The better approach is for the chair to count this as if the member had left his/her chair and is actually "absent". That, of course, affects the quorum. However, the chair may also treat this as a vote to abstain, particularly if the person does not actually leave the dais.

### The Motion to Reconsider

There is a special and unique motion that requires a bit of explanation all by itself; the motion to reconsider. A tenet of parliamentary procedure is finality. After vigorous discussion, debate and a vote, there must be some closure to the issue. And so, after a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to consider is made and passed.

A motion to reconsider requires a majority vote to pass like other garden-variety motions, but there are two special rules that apply only to the motion to reconsider.

First, is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon. A motion to reconsider made at a later time is untimely. (The body, however, can always vote to suspend the rules and, by a two-thirds majority, allow a motion to reconsider to be made at another time.)

Second, a motion to reconsider may be made only by certain members of the body. Accordingly, a motion to reconsider may be made only by a member who voted in the majority on the original motion. If such a member has a change of heart, he or she may make the motion to reconsider (any other member of the body - including a member who voted in the minority on the original motion - may second the motion). If a member who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order. The purpose of this rule is finality. If a member of minority could make a motion to reconsider, then the item could be brought back to the body again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the body, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

### Courtesy and Decorum

The rules of order are meant to create an atmosphere where the members of the body and the members of the public can attend to business efficiently, fairly and with full participation. At the same time, it is up to the Chair and the members of the body to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is always best for every speaker to be first recognized by the Chair before proceeding to speak.

The Chair should always ensure that debate and discussion of an agenda item focuses on the item and the policy in question, not the personalities of the members of the body. Debate on policy is healthy, debate on personalities is not. The Chair has the right to cut off discussion that is too personal, is too loud, or is too crude.

Debate and discussion should be focused, but free and open. In the interest of time, the Chair may, however, limit the time allotted to speakers, including members of the body.

Can a member of the body interrupt the speaker? The general rule is "no." There are, however, exceptions. A speaker may be interrupted for the following reasons:

Privilege. The proper interruption would be: "point of privilege." The Chair would then ask the interrupter to "state your point." Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person's ability to hear.

Order. The proper interruption would be: "point of order." Again, the Chair would ask the interrupter to "state your point." Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting. For example, if the Chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

Appeal. If the Chair makes a ruling that a member of the body disagrees with, that member may appeal the ruling of the chair. If the motion is seconded, and after debate, if it passes by a simple majority vote, then the ruling of the Chair is deemed reversed.

Call for orders of the day. This is simply another way of saying, "Let's return to the agenda." If a member believes that the body has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the Chair discovers that the agenda has not been followed, the Chair simply reminds the body to return to the agenda item properly before them. If the Chair fails to do so, the Chair's determination may be appealed.

Withdraw a motion. During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the Chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other member may make the motion if properly recognized.

#### Special Notes About Public Input

The rules outlined above will help make meetings very public-friendly. But in addition, and particularly for the Chair, it is wise to remember three special rules that apply to each agenda item:

Rule One: Tell the public what the body will be doing.

Rule Two: Keep the public informed while the body is doing it.

Rule Three: When the body has acted, tell the public what the body did.