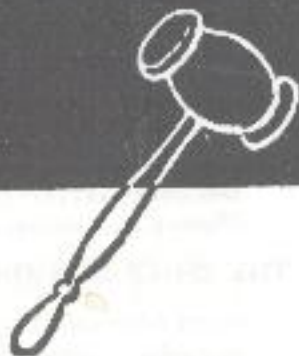




# Rules of Order



A SIMPLIFIED PARLIAMENTARY PROCEDURE  
RECOMMENDED FOR USE IN  
BUSINESS MEETINGS OF REA CO-OPS

U. S. DEPARTMENT OF AGRICULTURE  
RURAL ELECTRIFICATION ADMINISTRATION

REA Bulletin 101-2 (Electric)  
401-1 (Telephone)

# TABLE OF CONTENTS

	Page No.
<b>FUNCTION OF CHAIRMAN</b>	1
<b>COMMON SENSE RULES</b>	2
Fair Play.....	2
Avoid Confusion.....	2
Talking to the Point.....	2
Talking Loud Enough.....	2
Avoid Hasty Action.....	2
<b>GENERAL RULES</b>	3
Quorum.....	3
Start of Meeting.....	3
Adjournment for Lack of Quorum.....	3
Order of Business.....	3
<b>VOTING PROCEDURE</b>	3
The Motion.....	3
Discussion.....	4
Voting.....	4
<b>THE CHIEF MOTIONS</b>	7
Main Motions.....	7
Secondary Motions.....	7
Motion to Amend.....	7
<b>TABLE OF MOTIONS</b>	8-9
Limiting or Extending Debate.....	10
Division of Question.....	10
Motion to Refer.....	11
Motion to Table.....	11
Motion to Postpone.....	11
Request for Information.....	12
Point of Order.....	12
To Withdraw a Motion.....	13
Motion to Rescind.....	13
Motion to Reconsider.....	14
Motion to Recess.....	14
Motion to Adjourn.....	14
Nominations.....	14
<b>VOTING BY THE CHAIRMAN</b>	15

ANY BUSINESS meeting of an REA co-op, whether it is a meeting of the board, a committee, or of the membership as a whole, must proceed in an orderly way if it is to bring satisfactory results. There are certain widely accepted rules for conducting such meetings. These "rules of order" are a part of that large body of practices which are grouped under the term "parliamentary procedure."

Besides making for orderliness of procedure, parliamentary rules are intended to protect the rights of the individual participant and of minorities at a meeting. At the same time, they are also intended to enable the majority to get things accomplished without unreasonable delay. The parliamentary rules of particular importance to REA cooperatives are easy to understand.

## FUNCTION OF CHAIRMAN

It is up to the chairman of a meeting to see to it that the rules of order are applied democratically, without favoritism, so that all important matters may receive adequate discussion and that the decisions made by the meeting shall reflect the careful judgment of the voting majority.

The chairman must also be familiar with all sections of the bylaws that deal in any way with the holding of meetings, the voting rules, and the duties and rights of the membership. Otherwise, there is danger that actions taken at a meeting may not stand up under the law.

In addition to knowing the rules of order and the bylaws and being willing to apply them impartially, a chairman should also be an energetic leader who can keep the business of the meeting moving along without dragging. Whenever discussion has reached the point when a motion seems in order but no one volun-

teers to make it, the chairman may state: "The chair is ready to entertain a motion that . . . (whatever the occasion calls for)." But the chairman himself cannot make a motion; he can only suggest that someone else do so. If someone trying to make a motion finds difficulty in putting it into suitable words, the chairman may make suggestions, but he cannot change the form of the motion without the maker's approval.



A Chairman should preserve order

## COMMON SENSE RULES

**Fair Play.** The chairman should be a fair-minded moderator, not a dictator.

**Avoid Confusion.** Do not let more than one person talk at a time. The chairman decides who is to have the floor.

**Talking to the Point.** The chairman should insist that members be brief and talk to the point.

**Talking Loud Enough.** It is necessary for everyone (including the chairman) to speak loud enough for the entire meeting to hear what is being said. If a person cannot be heard by everyone, the chairman should repeat the gist of what was said.

**Avoid Hasty Action.** Decisions on important matters should be made only after all the facts are known and have been considered fairly. It is safer in most instances to delay action than to act in

ignorance of the facts. However, it is usually possible to have a small committee look into any particular matter of importance in advance of the meeting, so that the facts can be put before the meeting and intelligent action taken.

## GENERAL RULES

**Quorum.** A quorum, as required by the bylaws, must be present at a meeting before it can transact business.

**Start of Meeting.** The meeting should be called to order at the hour set in the notice, or as soon thereafter as a quorum has assembled.

**Adjournment for Lack of Quorum.** If no quorum can be assembled, those present must adjourn the meeting without transacting any business except that they may set a date for the reconvening of the adjourned meeting.

**Order of Business.** At every meeting there should be a list of the matters to be acted on, arranged in the order in which they are to be taken up. This list should be prepared in advance by the chairman in consultation with the secretary and the manager. Its general arrangement for a members' meeting is indicated in the bylaws. Additional matters may be brought up at the meeting, except matters which, according to the bylaws, require advance notice.

## VOTING PROCEDURE

To reach a decision on any matter to be decided by vote, a definite procedure must be followed. Briefly, this consists of three main steps, the making of a motion, discussion and the voting itself.

**The Motion.** Any member entitled to vote at the meeting may propose any

action which can properly be taken by that meeting. Such a proposal is called a motion. The chairman may rule a motion temporarily out of order if it does not conform to the order of business. A motion may also be out of order for certain other reasons which will be discussed later.

The member desiring to make a motion gets the chairman's attention by raising his hand or standing up or calling: "Mr. Chairman." When given the floor, he begins: "I move that . . ." and states his proposal as simply and clearly as possible. If the motion is in order, the chairman asks: "Will anyone second this motion?" and gives the floor to the first member indicating a wish to do so. This member says simply: "I second the motion."

If no one is willing to second the motion, the chairman declares that "the motion is dropped for want of a second" and proceeds with the next order of business. If the motion is seconded, it enters the discussion stage.

At a large meeting it is desirable for anyone making or seconding a motion to give his name, as he may not be personally known to the secretary who has to keep the record of the meeting.

**Discussion.** After a motion has been made and seconded, the chairman should say: "It has been moved and seconded that . . ." (he should repeat the motion so that everyone can hear it distinctly). . . . Is there any discussion on the motion?

He should allow enough time for an adequate discussion of the question.

**Voting.** There are two ways of bringing a motion to a vote. Normally the chairman waits until there is no further discussion and then calls for the vote! But if a discussion drags out too long and it seems that no new facts or opinions will

be brought out by further discussion, any member may "move to close debate and vote on the question." This request, if properly seconded, is not debatable and the chairman must at once let the meeting decide by voice vote or show of hands, whether or not the discussion shall be allowed to continue. If two-thirds of the voting members present are opposed to further discussion, then the chairman must call for a vote on the motion under discussion.



The Chairman should keep things moving

In certain cases, such as the election or removal of trustees and officers, the bylaws usually provide that the voting must be done by ballot, which means a secret ballot. This is for the purpose of permitting each member to vote according to his best judgment, without exposing himself to the ill will of the rejected candidate or of his friends.

Any member may also request a vote by ballot on any motion or resolution even if the bylaws do not require it. If his motion is seconded, the chairman must, without any further debate, let the members decide, by voice or by show of hands, whether or not they prefer to vote by ballot on the particular matter. A majority vote is sufficient for such a decision.

Whenever voting by ballot is not required, the usual method of voting is by voice. When the chairman is ready to put the vote, he should repeat the motion or have the secretary read it aloud, so that it is clear to everyone. Then he says: "All in favor of the motion, please say 'I' (or 'yes')." After those in favor have voted he says: "All opposed to the motion please say 'no'." Then he announces the result by saying: "The motion is carried" or "The motion is lost," as the case may be.



If there is the least doubt as to whether the motion was carried or lost, he should take the vote again, but this time by a show of hands. If the vote is still uncertain, he should ask the secretary and another officer to count the hands raised for and against. In case of a tie vote, the motion is lost unless the tie is broken by the chairman's vote.

In board or committee meetings, where the number is small, voting on important matters is sometimes done by "roll call." The chairman asks each member individually to state his stand on the motion,

and the vote of each is entered in the minutes, for permanent reference.

## THE CHIEF MOTIONS

There are two general types of motions: main motions and secondary motions. All of the motions here listed and discussed require only a majority vote to pass or "carry," except where a different requirement is specifically stated.

**Main Motions.** A motion which is made when there is no other matter before the meeting is called a main motion. It is the most important kind of motion because it is made for the purpose of getting something done.

**Secondary Motions.** A motion that concerns the main motion on the floor is known as a secondary motion. Its intention may be to amend the main motion, or to have the matter proposed in the main motion referred to a committee, or to postpone or stop action on the main motion. It is obvious that such a secondary motion must be disposed of before the main motion is voted on.

**Motion to Amend.** If any member likes the general idea expressed in the main motion up for discussion, but wants the wording changed or added to, he can "Move to amend the motion by (adding, taking out, etc.) the words . . ." If such a motion to amend is seconded, it is then open for discussion and must be voted on before the main motion is again taken up. When the chairman calls for the vote on a "Motion to amend," he must make it clear that the vote will not yet be on the acceptance or rejection of the main motion, but only on whether the members want the wording of the main motion changed or not changed before they vote on it. When the desired wording of the main

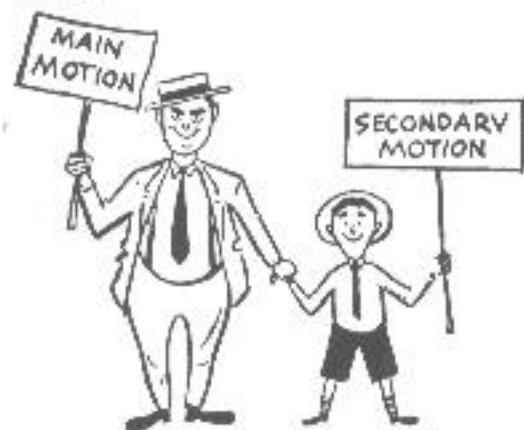
# TABLE OF MOTIONS

TYPE OF MOTION	Must it be seconded?	Is it debatable?	May it be amended?	May it be tabled?	May it interrupt a speaker?	In order if other question is pending?	Does it require a two-thirds vote?	May it be reconsidered?
Adjourn.....	Yes	No	No	No	No	Yes	No	No
Amend.....	Yes	1	Yes	2	No	Yes	No	Yes
Amend an amendment.....	Yes	1	No	2	No	Yes	No	Yes
Appeal.....	Yes	3	No	4	Yes	Yes	No	Yes
Division of question.....	5	No	Yes	No	No	Yes	No	No
Extend debate.....	Yes	No	Yes	2	No	Yes	No	Yes
Limit debate.....	Yes	No	Yes	2	No	Yes	No	Yes
Main, or original.....	Yes	Yes	Yes	Yes	No	No	No	Yes
Nomination.....	No	Yes	No	No	No	No	No	No
Nominations, To close.....	Yes	No	Yes	No	No	No	Yes	No
Nominations, To re-open.....	Yes	No	Yes	No	No	No	No	6
Order, Point of.....	No	No	No	No	Yes	Yes	No	No
Postpone definitely.....	Yes	Yes	Yes	2	No	Yes	No	Yes
Postpone indefinitely.....	Yes	Yes	No	2	No	Yes	No	7
Previous question (to close debate and vote).....	Yes	No	No	2	No	Yes	Yes	Yes
Recess.....	Yes	No	Yes	No	No	Yes	No	No
Reconsider.....	Yes	8	No	4	No	Yes	No	No
Refer (to Committee).....	Yes	Yes	Yes	2	No	Yes	No	Yes
Request for information.....	No	Yes	No	No	Yes	Yes	No	No
Rescind.....	Yes	Yes	Yes	Yes	Yes	Yes	9	6
Table, Lay on.....	Yes	No	No	No	No	Yes	No	No
Table, Take from.....	Yes	No	No	No	No	Yes	No	No
Voting, Method of.....	Yes	No	Yes	No	No	Yes	No	No
Withdraw a motion, Leave to.....	No	No	Yes	No	No	Yes	No	No

1. Debatable only if the motion is debatable.
2. Only with motion to which it applies.
3. No, if refers to disorderly conduct, to the proper order of business, to an undebatable motion; or if it arises when a division of the assembly is taking place. Otherwise—Yes.
4. Yes, but it takes the motion to which it refers to the table with it.
5. No, if the subjects in the motion have no relation one to another. Otherwise—Yes.
6. An affirmative vote cannot be reconsidered.
7. A negative vote cannot be reconsidered.
8. Only when called up and then only if the motion to be reconsidered is debatable.
9. Yes, if no notice has been given in advance. Otherwise—No.

motion has been agreed upon, the chairman can take the vote on the latter as soon as there is no further discussion.

An amendment to a motion may itself be amended. In such a case the motion to amend the amendment is discussed and voted on first. If it is defeated, discussion is again on the original amendment; If the amendment to the amendment is adopted, it becomes a part of the original amendment, and discussion is then opened on the revised amendment to the main motion.



**Limiting or Extending Debate.** Although full discussion on a motion is desirable, it may sometimes be found necessary to limit debate in order to take up all the items on the agenda or to complete action on some important business before late hours draw away voting members and leave the meeting without a quorum for further business. If it becomes necessary to limit debate, someone may "move that debate on this motion be limited to . . . minutes." If the motion is passed and it is found desirable later to extend debate a little longer, this can be done by another motion.

**Division of Question.** It is possible to divide for separate consideration the parts of a complicated main motion which has

been put on the floor. This is done by a motion calling for a division of the question. If the subjects in the motion are clearly unrelated no second is required for a motion for division of the question. The motion is not debatable. It can be amended, but not reconsidered.

**Motion to Refer.** If any member thinks that the meeting does not possess enough facts or information concerning the subject of the main motion to be able to vote intelligently on it, he may "Move that this question be referred to . . . , with instructions to report at the next meeting." His motion should state the person or committee, and, if a special committee, whether it is to be appointed by the president or by the board. A motion to refer can be applied only to the main motion under discussion. It is in order practically at any time before the vote is taken on the main motion itself. It requires a second and may be debated. If it is passed, the main motion is put aside but is made the first item of unfinished business at the next meeting.

**Motion to Table.** This motion ranks above all other secondary motions, which means that it can be introduced even when another secondary motion is being considered. "To table" means to put the main motion aside indefinitely without taking any action on it. This motion requires a second and it is not debatable but must be voted on at once. A main motion which has been tabled may again be brought up for consideration at the same or a future meeting, but only at a time when no other motion is being considered. This can be done by a motion to "Take from the table the motion that . . ."

**Motion to Postpone.** Instead of a motion to table, a motion to postpone until

a designated time or a motion to postpone indefinitely may be used to delay action on a main motion. A motion to postpone may be debated and, once passed, may be reconsidered. It is therefore more flexible than a motion to table.

**Request for Information.** Any member who wants an answer to a specific question about a motion on the floor may, if necessary, interrupt whoever is speaking by rising and saying "Mr. Chairman, I rise for a point of information." The chairman must immediately ask him, "What is your question?" If the request is reasonable and pertinent to the motion on the floor, the chairman answers it or asks someone else to do so.

**Point of Order.** If a member is convinced that the "rules of order" or the bylaws are being disregarded, he may interrupt, regardless of who is speaking, by rising and saying: "Mr. Chairman, I rise to a point of order." No second is required. The chairman must immediately ask him "State your point of order." The member must then give a brief explanation of what he thinks is out of order, and why. If the chairman is satisfied that the member is right, he says: "Your point is well taken," and does whatever is necessary to correct the error. If he considers the member wrong, he says: "Your point is not well taken," and drops the matter. If the chairman himself is uncertain, he can refer the question to someone better acquainted with the bylaws or with parliamentary procedure (such as the legal counsel, if he is present), or he can ask the meeting to vote on the matter. If the member is convinced that the chairman's decision is wrong, he can say: "I appeal from the decision of the chair." If the appeal is seconded by another mem-

ber, the chairman must put the matter to a vote. In case of a tie vote, the appeal is lost.

**To Withdraw a Motion.** The maker of a main motion may become convinced that the action proposed is really unnecessary or undesirable. Or he may feel that it has become so confused or twisted by the addition of an amendment that his intended purpose will not be served by it. It is his privilege, at any time before the final vote on the main motion is taken, to address the chairman and say: "I desire to withdraw my motion." If no one objects, the chairman declares the motion withdrawn. If the second or any other member objects, another member may "Move that Mr. . . . (the maker of the main motion) be allowed to withdraw his motion." This must be voted on without further debate. If a majority is in favor, the main motion is withdrawn. This leaves the floor open for anyone who wishes to make a new main motion on the same subject to take the place of the one withdrawn.

**Motion to Rescind.** It may happen that an action agreed upon at a meeting is later found to be undesirable. If it is a matter that can still be remedied by reversing the action, the way to accomplish this is by a motion "To rescind (or repeal) the formerly approved motion that . . . (state the action which is to be rescinded)." Such a motion can be made at any later meeting by any member entitled to vote at the meeting. It requires a second and it may be debated. To carry, it requires the affirmative vote of two-thirds of those voting, unless the proposed repeal was mentioned in the notice of the meeting. In that case, a majority of those voting is all that is necessary.



**Motion to Reconsider.** A motion carried (or lost) may be reopened for further discussion and consideration by a vote "To reconsider," if this is done at the same meeting in which the original vote was taken. Reconsideration may be particularly advisable if the original vote was nearly equally divided and it is felt that further discussion might result in greater unanimity of decision. Any member who originally voted with the winning side has the right to make a motion for reconsideration. Adoption of a "Motion to reconsider" means that the original motion is again before the meeting just as if it had never been voted on.

**Motion to Recess.** A motion to recess for a short designated time often helps to rest fatigued participants in a long or controversial meeting. The motion may be worded, "I move we recess for ... minutes" or "I move we recess for lunch and reconvene at .... o'clock." The motion requires a second. It is not debatable, but may be amended. A recess may be taken while a main motion remains on the floor. In this case debate on the motion is resumed following the recess.

**Motion to Adjourn.** This is another undebatable motion. It requires a second and the affirmative vote of a majority of the members present.

**Nominations.** The bylaws of most co-ops provide for nominations not only by committee and by petition, but also from the floor in electing directors. When the chairman declares that nominations are open, any member may, when recognized by the chairman, nominate a candidate. No second is needed for nominations.

To close nominations after ample opportunity has been given for the presenta-

tion of candidates the chairman may say, "Are there further nominations? If there are no further nominations, I declare nominations closed." Nominations may be closed by a motion from the floor, but the chairman should recognize such a motion only after it is apparent that there are no more nominations forthcoming or that there are enough nominations on the floor to provide adequate competition.



**A Chairman should be impartial**

A motion to close nominations must be seconded and requires a two-thirds vote. After nominations are closed they may be reopened by motion from the floor, seconded, and passed by majority vote. Motions to close or to reopen nominations are not debatable.

## **VOTING BY THE CHAIRMAN**

In an REA co-op, the chairman of any meeting at which business is to be transacted is generally a member of the co-op. As a member, he has the right to vote. But as chairman of the meeting, he has certain responsibilities beyond those of the ordinary member. He is expected to act

as moderator and coordinator rather than as a partisan.

The chairman is not supposed to speak for or against a motion while he is in the chair. If he wants to take part in the debate, he should ask another member to act as chairman temporarily, so that the impartiality of the chair will be preserved. He can resume the chairmanship when he is again ready to avoid taking sides himself. When it comes to voting, the accepted practice is for the chairman to vote only under the following circumstances:

(a) If the vote is by ballot. In that case there is no reason why he should refrain from voting, since his vote cannot influence other voters.

(b) If his vote is needed because of bylaws' requirements. For example, if a two-thirds vote of all trustees is required on a matter but cannot be obtained without the chairman voting.

(c) If the name and vote of each person is to be recorded in the minutes. This is likely to be requested only at board meetings and only on matters of vital importance.

(d) If his vote will either make or break a tie.

Whenever it appears that a vote will be so close that the chairman's vote will affect the decision one way or another, it is generally preferable to continue discussion (provided the motion is one that permits discussion) until one side or the other has gained the support of more than a bare majority without any need of the chairman's vote. Close votes may cause quarreling and disruption in an organization. The minority will yield to majority opinion with better grace if ample discussion has preceded the decision and if the deciding vote can show a comfortable margin.