

The Modern Rules of Order, Third Edition
A Guide for Conducting Business Meetings
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Excerpts from pages 1 – 9

1. Role of the Chair ¹	Authority for conduct of the meeting is assigned to the Chair who shall be responsible for timely, fair and reasonable conduct of the meeting’s business. Decisions of the Chair are final on questions of procedure, except that any ruling can be appealed to a vote of the meeting. If a ruling of the Chair is corrected by the meeting, the Chair shall amend its ruling to reflect the will of the meeting.
2. The Rules and Governing Law ¹	Rules of conduct of the meeting are subordinate to bylaws of the organization, which are subordinate to the articles (or charter) and to prevailing state or federal law.
3. The Agenda	The Chair shall be responsible for establishing the order of business, or agenda, in consultation with the Secretary, and shall ensure that the order of business is posted or circulated as required by the bylaws, articles or law. ²
4. Convening the Meeting	The Chair shall be responsible for ascertaining and announcing the presence of a quorum and the due convening of the meeting.
5. Special Officers	The Chair shall have authority to appoint a Special Chair to conduct the meeting, a Special Secretary to record the minutes, or other special officers for the purpose of assisting in the conduct of the meeting.
6. Approval of Minutes and Reports as Submitted	By announcement of the Chair, unless an objection is raised, previously circulated minutes of meetings and reports not requiring action may be approved as submitted. ³ If an objection is made, approval shall be presented in the form of a motion.
7. General Discussion	Issues that require consideration of the meeting may be discussed with or without motion. An issue may be resolved by recording (a) the general consensus or “sense of the meeting” or (b) by formal motion.
8. General Principles for Discussion or Debate	Discussion of any issue is subject to regulation by the Chair to assure adequate consideration of relevant points of view in the best interests of the organization. ⁴ The objectives of discussion are to: (a) determine the will of the body and to articulate decisions for conduct of business; (b) assure sufficient discussion and consideration of issues so that all pertinent points of view are considered; (c) maintain at all times the dignity of the meeting , so that each recognized speaker’s views are made known to voting participants and to ensure that appropriate respect is accorded all members; and (d) present the consideration of business in a manner understood by all participants.
9. General Consensus or Sense of the Meeting	When the meeting participants embrace a course of action by a clear consensus, the Chair may, if there is no objection, state that action upon the issue is resolved by “general consensus” or the “sense of the meeting”. A ruling as to general consensus or the sense of the meeting shall be recorded in the minutes as the decision of the meeting. The Chair may also announce that, without objection, a matter may be recorded as the unanimous action of the meeting.
10. Use of Motion Practice	Where a sense of the meeting cannot be determined with reasonable certainty (as discussed in Rule 9), or whereby reason importance of the matter formal approval of a count of the votes is desired, the Chair or any member may state the proposal under Rules 11 and 12.
11. Motion Practice	The rules of motion practice shall be applied as a guide to the Chair in disposition of formal motions, which are resolved by formal vote of the meeting.

¹ Rules 1 and 2 are mandatory; the remaining rules serve as guidance to the Chair and are subject to Rules 1 and 2. [page 1]

² Preparation of a formal agenda is not mandatory, although the general rule governing special meetings is that the meeting can address only those items that are appropriately stated in the call of the meeting. In addition, certain matters, typically amendments to organizational documents, must be circulated to members beforehand [to] be legally placed before the meeting. It is always advisable to review matters to be presented, so that special notice requirements are satisfied. [page 14]

³ If the minutes have not been circulated [before the meeting], the Secretary should read the minutes and take corrections.[page 16]

⁴ Personally insulting, inappropriate language or conduct should not be tolerated and must be ruled out of order whenever it occurs, or upon a raising a point of privilege. Finally, it is essential that in arriving at a decision, whether it be the statement of the sense of the meeting or the wording of a motion, the proposal should be in written form and stated clearly so that the proposal under consideration is known to all participants. [page 18]

<p>12. Motion Practice and Precedence</p> <p><i>Special Note</i> → → → If a ruling of the Chair is based on governing law (e.g. not a proper subject of the meeting or a matter requiring prior notice), it is not appealable.</p>	<p>Under these Rules, motions should be limited to those set forth below. They are grouped into three categories and listed in order of precedence:⁵</p> <p>(a) when any motion is pending, any motion listed above it is in order, but those below it are out of order;</p> <p>(b) where a required vote is stated, reference is made to those present; and</p> <p>(c) voting or, in situations such as stockholders meetings where participants may have more than one vote, reference is to the number of votes cast.</p> <p style="text-align: center;">Summary of Rules for Points and Motions</p> <p>All Points should be asked as inquiries, not as demands, and are decided by the Chair without any second, debate, nor amending. A speaker may be interrupted only to ask a point or withdraw a motion. Except as noted in the chart, motions require a second, are debatable, may be amended, and require a simple majority (more than half) for approval.</p> <table border="1" data-bbox="456 491 1560 936"> <thead> <tr> <th colspan="2">MEETING CONDUCT MOTIONS</th> </tr> </thead> <tbody> <tr> <td>1. Point of Privilege⁶</td> <td rowspan="2">Chair decides. No 2nd, no debate, no amending.</td> </tr> <tr> <td>2. Point of Procedure⁷</td> </tr> <tr> <td>3. To Appeal a Ruling of the Chair</td> <td>No amending.</td> </tr> <tr> <td>4. To Recess the Meeting</td> <td></td> </tr> <tr> <th colspan="2">DISPOSITION MOTIONS</th> </tr> <tr> <td>1. To Withdraw a Motion</td> <td>By motion maker, Chair decides. No 2nd, debate, amending.</td> </tr> <tr> <td>2. To Postpone Consideration (Table)</td> <td></td> </tr> <tr> <td>3. To Refer</td> <td></td> </tr> <tr> <td>4. To Amend</td> <td></td> </tr> <tr> <td>5. To Limit, Extend, or Close Debate</td> <td>2/3's vote</td> </tr> <tr> <td>6. To Count the Vote</td> <td>Mandatory if seconded. No debate, amending, nor vote.</td> </tr> <tr> <th colspan="2">MAIN MOTIONS – To Take Action or to Reconsider Actions Taken</th> </tr> <tr> <td></td> <td>Majority, or more if required by bylaws, articles, or law.</td> </tr> </tbody> </table>	MEETING CONDUCT MOTIONS		1. Point of Privilege ⁶	Chair decides. No 2 nd , no debate, no amending.	2. Point of Procedure ⁷	3. To Appeal a Ruling of the Chair	No amending.	4. To Recess the Meeting		DISPOSITION MOTIONS		1. To Withdraw a Motion	By motion maker, Chair decides. No 2 nd , debate, amending.	2. To Postpone Consideration (Table)		3. To Refer		4. To Amend		5. To Limit, Extend, or Close Debate	2/3's vote	6. To Count the Vote	Mandatory if seconded. No debate, amending, nor vote.	MAIN MOTIONS – To Take Action or to Reconsider Actions Taken			Majority, or more if required by bylaws, articles, or law.
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<p>13. Elections</p>	<p>Elections are initiated by the process of nomination set forth in the bylaws, charter, or prevailing law. If more than one candidate is nominated to any office, reasonable discussion should be allowed as to the fitness of candidates to serve. For particular offices, a majority vote is required; however the directors are chosen by plurality vote (unless otherwise prescribed in the bylaws, charter, or governing law).⁸</p>																											
<p>14. Adjournment</p>	<p>Upon completion of the meeting's agenda, if no further business is indicated, the Chair shall adjourn the meeting. Adjournment may be accomplished by motion or announcement of the Chair. A motion to adjourn prior to completion of the agenda is out of order.</p>																											
<p>15. Minutes</p>	<p>Minutes of the meeting shall be recorded by or under supervision of the Secretary and be submitted for approval at a subsequent meeting. In absence of the Secretary, the Chair shall appoint a Special Secretary of the meeting.</p>																											

⁵ The rules set forth the general precedence of motions and act as a guide to the Chair. If circumstances call for a departure from the stated procedure, however, it is within the general authority of the Chair to determine conduct of the meeting, subject to appeal. [page 21]

⁶ [T]he point may relate to an inability to see or hear, a matter of comfort, a matter of requested convenience, or an overlooked right or privilege that should have been accorded. In essence, it is a call to the Chair for the purpose of assuring a member's convenient and appropriate participation in the meeting. [page 22]

⁷ [O]ften called a point of order . . . either inquiring into the manner of conducting business or raising a question about the propriety of a particular procedure. [page 22]

⁸ Unless otherwise provided:

- ballots can be used but are not necessary;
- members do not have a right to a secret ballot;
- On a vote taken by voice or a raising of hands, the ruling of the Chair is binding unless there is an appropriate motion to count the vote;
- where voting is not on a per person basis, such as a voting by shares, and a voice vote is inappropriate, balloting is ordinarily necessary; and
- judges of election can be appointed to determine the rights of members to vote and to determine the results of voting. [page 30]