

“The greatest lesson for democracies to learn is for the majority to give to the minority a full, free opportunity to present their side of the case, and then for the minority, having failed to win a majority to their views, gracefully to submit and to recognize the action as that of the entire organization, and cheerfully to assist in carrying it out until they can secure its repeal.”

— Henry Martyn Robert, Parliamentary Law



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**NACD’S POCKET GUIDE  
TO PARLIAMENTARY  
PROCEDURE**

*Based on Robert’s Rules of Order*

*THE CHAIR VOTES*—The chair may vote in any instance that their vote will alter the outcome or on any ballot vote. This could be to break a tie, create a tie, or change the outcome of a two-thirds vote.

On a tie vote the motion is lost. If a motion has achieved a majority by one vote, the chair, if a member of the assembly, may vote with the minority and make it a tie and declare the motion “lost”. In no instance may the chair vote more than one time. Voting requirements should always be based on votes cast and not on members or members present.

In the event of a tie vote by ballot, balloting must continue until a candidate receives a majority.

An election takes effect immediately, unless the bylaws specify some other date. A bylaw may prescribe that a bylaw amendment or officer election takes place at the end of the annual meeting.

# NACD'S POCKET GUIDE TO PARLIAMENTARY PROCEDURE

If made, the motion to close nominations is an undebatable incidental motion. It requires a two-thirds vote. The motion to reopen nominations is undebatable and requires a majority vote.

The assembly then proceeds to the election, voting by the method prescribed in the constitution and bylaws. If a ballot vote is not required and there are no more candidates nominated than positions to fill, the chair simply declares them elected. This means that the only way to oppose a candidate is to nominate a different candidate. The usual method of elections in permanent societies is by ballot, with balloting continuing until the offices are filled. Unless it is otherwise dictated in the bylaws, an election requires a majority of the votes cast, excluding abstentions.

The chair should remind the members that the nominating committee has endeavored to present the most desirable candidates possible, but it is now their privilege to name a candidate for any or all of the offices to be filled, and that they still have the opportunity to cast a ballot, for any eligible members, whether nominated or not.

A member may withdraw their name if placed in nomination, but they cannot “withdraw in favor of another member.”

*KINDS OF VOTING*—A majority vote means more than half of the votes cast. A plurality vote means the candidate with the largest number of votes cast, regardless of how large or small that number. A plurality vote never adopts a motion or elects a member to office except by virtue of a special rule or provision of the bylaws. In an election, a candidate has a plurality when they have a larger vote total than any other candidate.

Voting via electronic means can be utilized within the confines of an in-person meeting if that is the desire of the assembly. Electronic meetings or hybrid meetings (a combination of in-person and electronic participation) can only be held if they are specifically authorized in the bylaws or state law. If an electronic meeting is authorized, all members must vote via the same method. In small groups, this is most easily accomplished by utilizing unanimous consent (Is there any objection?) or a roll call vote.

## ORDER OF BUSINESS

1. The meeting is “called to order” by the chair.
2. The minutes of the preceding meeting are read by the secretary and:
  - a. May be approved as read.
  - b. May be approved with additions of corrections.
  - c. The minutes are approved automatically when there are no corrections or no further corrections.
3. The monthly statement or report of the Treasurer is received and filed (Chair so states.) No motion of approval is necessary or proper.
4. Reports of standing committees are called for by the chair. Informational reports are simply filed. In reports that contain action items, the action items but not the full report are considered and adopted.
5. Unfinished business is next in order and only includes items that were postponed or not reached in the last meeting.
6. New business.
7. The program if desired or authorized. The program is part of the meeting; the chair “presides” throughout.
8. Good of the Order if desired and authorization. This is a general discussion period for the benefit of the organization.
9. Adjournment.

## DUTIES OF A CHAIR

1. To preside impartially at all meetings.
2. Maintain composure and decorum.
3. Protect the rights of all the members.
4. Have an agenda for meetings before them and proceed in a businesslike manner.

1. Have a working knowledge of parliamentary law and a thorough understanding of the constitution and bylaws or other legal charter of the organization.
2. Keep a list of committees on the table while presiding.
3. Refrain from entering the debate on questions before the assembly. If it is essential to engage in debate, the vice-chair should be placed in the chair. A chair is not permitted to resume the chair until after the vote has been taken on the question or main motion under discussion.
4. Always appear at the rostrum a few minutes before the time the meeting is to be called to order. When the time arrives, note whether a quorum is present; if so, call the meeting to order and declare “a quorum is present.”

## OTHER OFFICIALS

### VICE-CHAIR

The vice-chair of an organization is the one who acts in the place of the chair whenever needed. In case of resignation, removal, or death of the chair, the vice-chair automatically becomes the chair unless the bylaws provide other methods.

In official meetings, the vice-chair should preside in the absence of the chair or whenever the chair temporarily vacates the chair.

If the chair is absent for a long period, the vice-chair may exercise only the duties and powers that the chair may exercise to preside over the meeting and not other administrative duties.

The vice-chair cannot fill vacancies where the bylaws state that such vacancies shall be filled by the chair.

In case of resignation, removal, or death of the chair, and the vice-chair does not care to assume the office of chair, the vice-chair must resign.

The office of vice-chair becomes vacant when the vice-chair assumes the office of chair. If there are several vice-chairs, they automatically move up to the higher office leaving the lower office vacant. This vacancy in office should be filled as instructed by the bylaws or authorized legal authority.

1. *Appeal*: If any member does not agree with the chair’s ruling, they may appeal from the decision of the chair. The chair then addresses the assembly, gives their reasons for the ruling, and then says, “Shall the decision of the chair be sustained?” This is debatable, and the presiding officer may discuss it without leaving the chair. Voted on like any other motion, a majority or tie vote sustains the decision of chair. Requires a majority against sustaining or “no” votes to reverse the decision of the chair.
2. *Division of the Assembly*: This motion can be made by any member if they doubt the chair’s announcement of the result of a voice vote. This motion demands a rising but not necessarily a counted vote. The chair of their own authority or the assembly by majority vote can order a vote to be counted.
3. *Parliamentary Inquiry and Request for Information*: Both are requests for different types of information. A parliamentary inquiry is used to ask questions of procedure or about the rules of the organization. A request for information is a request for factual information from the chair or another member. All requests are moderated through the chair.

## NOMINATIONS, ELECTIONS, AND TERM OF OFFICE

Nominations can be made from a nominating committee or from the floor, but nominations from the floor must be accepted unless there is a rule to the contrary.

If nominations are made from the floor, these names are added to those submitted by the nominating committee. Neither nominations by the committee nor nominations from the floor require a second or adoption by vote. They are acted upon in the election ballot.

A motion may be made to close nominations but this motion is not in order until all who wish to do so have been nominated. When there are no further nominations, the chair simply declares nominations closed.

1. *To Lay on the Table*: This motion is used to set aside the motion for more important business not to postpone it. This motion is rarely used correctly.
2. *Recess*: A motion for the assembly to come out of session to count ballots, consult informally, or obtain information.
3. *To Adjourn*: This motion is always in order except:
  - a. When a speaker has the floor.
  - b. When a vote is being taken.
  - c. After it has just been voted down.

This motion is privileged and therefore not debatable when another motion is on the floor. If made when no motion is on the floor, it is debatable.

4. *To Reconsider*: The motion to reconsider a motion that was carried or lost is in order if made on the same day or the next calendar day (in a multi-day meeting) but must be made by one who voted with the prevailing side. It is debatable if applied to a debatable motion and requires a majority vote.
5. *Requires Two Votes*: First on whether it should be reconsidered, second on original motion after reconsideration.
6. *Rescind*: Used to undo a motion that was adopted at a previous meeting. This motion requires one of three different votes. IF previous notice of the motion is given at a prior meeting or in the call of the meeting, this motion requires a majority vote. IF not, it requires a two-thirds vote or a majority of the entire membership, whichever is less.
7. *Point of Order*: This motion is always in order and is used to call the chair's attention to a breach of order. The form is "Mr./Madam Chair, I rise to a point of order." The Chair says, "State your point of order." After the member has stated their violation of the rules, the chair answers:
  - a. Your point of order is well taken," or
  - b. "Your point of order is not well taken."

This is a ruling by the chair.

In the absence of the chair, the vice-chair is not "ex-officio" a member of any committee.

## SECRETARY

The secretary should issue all calls or notices of meetings and should write such letters as the board of directors or executive committee may designate.

The secretary should keep a neat and careful record of all business done in the meetings, with the exact wording of every motion and whether it was adopted or lost, which are known as minutes (see below). The minutes should show the names of people that make motions or are appointed to committees, and it is the duty of the secretary to notify all persons nominated or elected on any committee.

The secretary should be on hand a few minutes before a meeting is called to order. They should have the minutes book of the organization with them so that reference can be made to minutes of past meetings.

The secretary should always have a copy of the bylaws and other governing documents: the standing rules, the parliamentary authority, the special rules of order, as well as a list of members or clubs, and a list of unfinished business.

*MINUTES* — The minutes of an organization should contain a record of what is done and not what was said.

Minutes should contain:

1. Date, place, and time of meeting.
2. Whether it is a regular or special meeting.
3. Whether the regular presiding officer and secretary were present and performing their duties. If not, the names of the people temporarily performing those duties should be included.
4. Name of secretary.
5. All main motions, whether adopted or rejected.
6. The names of the people making the motions; the name of the seconder does not need to be recorded.
7. Points of order and appeals, whether sustained or lost, as well as

1. the chairs' reasons for those rulings.
2. A motion which was withdrawn should not be recorded in the minutes. No other secondary motions, such as amendments and calling the question, are recorded in the minutes.

## TREASURER

The treasurer of any organization is the custodian of its funds. They receive and disburse funds upon authority from the organization, the board, executive committee, or the finance or budget committees if they are authorized.

The organization should approve the budget or authorize the executive committee or the board of directors to do so. A committee chair or an officer or member must get permission from the chair or board to make an expenditure.

The treasurer should not accept bills for payment, such as for postage, traveling expenses, etc. unless receipts are enclosed.

The treasurer should make a Treasurer's Report at each meeting and an annual report once a year, or upon the request of board or parent body during the year. The annual report should be audited or reviewed by a financial review committee.

## COMMITTEES

Committees have no authority except that which is granted by the constitution or other governing document or by vote of the organization. Unless otherwise provided, the person first named is its chair if appointed by the chair. If the committee is established by another method, the committee elects its own chair. A committee has no right to incur any debt or involve the organization in any way unless given full authority to do so.

## PRINCIPAL MOTIONS

*General Statement:* When a motion has been made, seconded, and stated by the chair, the assembly is not at liberty to consider any other business until this motion has been disposed of. If the motion is long and

involved, the chair asks the maker to present the motion in writing. The mover cannot withdraw their motion after it has been stated by the chair without permission of the assembly. A motion may be seconded without rising or addressing the chair.

1. *To Amend:* This motion is "to insert, add, strike, or strike and insert words" in the original main motion. A motion to amend is debatable and amendable.

*To Amend the Amendment:* This is a motion to change, add, or omit words in the first amendment; debatable, majority vote. There can be no amendment to the amendment to the amendment.

*Method:* The first vote is on changing words of the second amendment, the second vote is on the first amendment (either as changed or as originally presented), the third vote is on adopting the main motion as changed.

2. *To Commit or Refer to a Committee:* When a motion is complex or when it is wise to investigate a question more carefully, it may be moved to commit or refer the motion to a committee for further consideration. This motion is debatable and amendable, but a committee must make a report on such question.

3. *To Postpone:* A motion to postpone the question before the assembly to later in the current meeting or until the next meeting, provided the next meeting is within a quarterly interval, is in order; debatable, majority vote.

4. *The Previous Question:* This motion is used to close debate on the pending question. It is not debatable. The form is "Mr./Madam Chair, I move the previous question." The chair then asks, "Those in favor of closing debate and voting immediately or the previous question?" This motion must be voted on, and if adopted by a two-thirds vote, the underlying question or motion, as well as any others the previous question is applied to, are immediately voted upon. The Previous Question can be applied to the immediately pending motion along with any successive motions as specified in the motion for the Previous Question.