

Introduction to Robert's Rules of Order

for directors in CICs/HOAs

NEVADA REAL ESTATE DIVISION

*Presented By The Training Officer; Office of the
Ombudsman For Owners In Common-Interest Communities
And Condominium Hotels Training Program*

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Introduction

- ▶ This class compiles and introduces general provisions found in the most recent (11th) edition of *Robert's Rules of Order* and examines their practical use within common-interest communities (CICs).
- ▶ *Robert's Rules of Order* works by requiring motions be made by voting members to bring forth and amend business before the board.
- ▶ Debate is formatted so that every voting member gets a chance to speak and be heard. Each opinion carries equal weight and is generally expressed in the form of a vote.
- ▶ Orderly and respectful debate is the cornerstone of **productive** business deliberation.

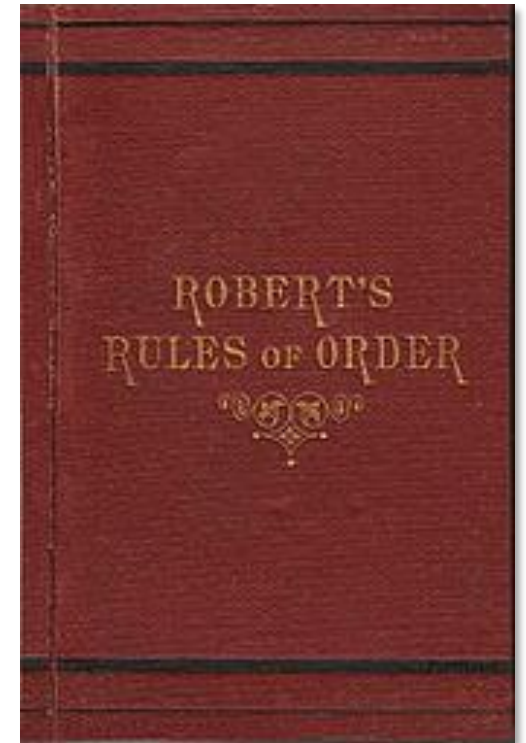
Historical Overview

- ▶ How would you rate the current **quality** of your association's meetings?
 - ▶ “The proceedings of parliament in ancient times, and for a long while, were **crude, multiform, and embarrassing**. They have been however constantly advancing towards uniformity and accuracy...” said Thomas Jefferson in 1801.
- ▶ Prominent works on parliamentary law as referenced:
 - ▶ Jefferson's Manual (1801) – created by Thomas Jefferson and is indisputable as the first manual to define and interpret parliamentary principles for the democratic republic that is the United States.
 - ▶ Cushing's Manual (1845) – created by Luther S. Cushing a few decades after Jefferson's manual for meetings of non-legislative organizations in society.
 - ▶ Robert's Rules of Order (1876) – created by Henry M. Robert and began as 16 pages of rules which he hoped would be suitable for the societies to which he and his wife belonged. These rules are designed for **non-legislative bodies**.



Why Robert's Rules?

- ▶ Because it *may* be required by law for meetings held by your association.
- ▶ [NRS 116.3109\(4\)](#) requires that **meetings** of the association are conducted in accordance with the most recent (11th) edition of *Robert's Rules of Order*, **unless provided otherwise by:**
 - ▶ The Bylaws of the association; or
 - ▶ A resolution adopted by the executive board before the meeting.
- ▶ However, much like state law, *Robert's Rules of Order* allows the association to adopt special rules to change, clarify or supplement their parliamentary rules as needed.
- ▶ *Robert's Rules of Order* is considered by many to be the gold standard when it comes to running a professional meeting.



Relevance of Robert's Rules

- ▶ *Robert's Rules of Order* is the culmination of centuries of precedence and best practice within the meetings of deliberative bodies (regardless of size) assembled to conduct business. These rules are based on a regard for the rights of:
 - ▶ The majority,
 - ▶ The minority, especially a strong minority (greater than 1/3),
 - ▶ Individual members,
 - ▶ Absent members, and
 - ▶ All of the aforementioned altogether.



Deliberative Assembly Defined

- ▶ General parliamentary law is applicable to *deliberative assemblies*.
- ▶ A *deliberative assembly* has the following distinguishing characteristics:
 - ▶ Is a group of people meeting to determine, in full and free discussion, courses of action to be taken in the name of the entire group.
 - ▶ The group meets in a single room or area under equivalent conditions of opportunity for simultaneous **aural** communication among all participants.
 - ▶ Persons having the right to participate are ordinarily free to act within the assembly according to their own judgement.
 - ▶ In any decision made, the opinion of each member present has **equal weight** as **expressed by vote** – through which the voting member **joins in assuming direct personal responsibility** for the decision should his or her vote be on the prevailing side.
 - ▶ [NRS 116.31037](#) provides for the indemnification of board members, so long as their actions do not constitute willful misconduct or gross negligence.
 - ▶ The officers and members of the executive board are fiduciaries and shall act on an informed basis, in good faith, and in the honest belief that their actions are in the best interest of the association [NRS 116.3103(1)].
 - ▶ Failure to agree to a decision of the body does not constitute withdrawal from the body.
 - ▶ If any members are absent, the members present at a regular meeting act for the entire membership, subject only to such limitations as established by the body's governing rules (quorum requirement).
- ▶ **Your board is a deliberative assembly.**

Quorum Requirement

- ▶ The minimum number of members who must be present at the meeting for business to be **validly transacted** is the *quorum* of the association.
- ▶ The requirement of a quorum is a **protection** against totally unrepresentative action in the name of the association by an unduly small number of board members.
- ▶ **Unless the governing documents specify a larger number**, a quorum of the executive board is present for purposes of determining the **validity** of any action taken at a meeting of the executive board only if individuals entitled to cast a **majority** of the votes on the board are present at the time a vote regarding that action is taken (NRS 116.3109[3]).
- ▶ If a quorum is present when a vote is taken, the affirmative vote of a majority of the members present is the act of the executive board, unless a greater vote is required by the declaration or bylaws (NRS 116.3109).

Customs of Formality

- ▶ Meetings require an officer who presides over the meeting (typically the president) and one who records what happens at the meeting (typically the secretary).
 - ▶ The officer who presides over the meeting is also referred to as the chair.
 - ▶ Customs of formality that are followed by the presiding officer and members under parliamentary procedure serve to maintain the chair's position of **impartiality** (equal treatment of all board members).
 - ▶ The president who normally presides at meetings of the association is addressed as “Mr. President” or “Madam President” (whether married or unmarried). If another individual is presiding over the meeting, “Mr. [or Madam] Chairperson.”
 - ▶ Even in small meetings, the presiding officer of an assembly **should not** be addressed or referred to by name.
 - ▶ All members should be addressed using their title (i.e. Director Smith, Secretary Roberts, etc.).

Order of Business

- ▶ If an association has **not** adopted its own particular order of business, the following is the standard order of business for one-meeting sessions:
 1. The presiding officer determines whether a quorum is present and proceeds to open the meeting by waiting or signaling for quiet, and, while standing, announces in a clear voice, “The meeting will come to order,” or, “The meeting will be in order.”
 2. Unit owner forum (required by NRS 116.31083[6])
 3. Reading and approval of previous meeting minutes
 4. Reports of officers, board, and standing committees
 5. Reports of special (select or ad hoc) committees (that is, committees appointed to exist only until they have completed a specified task)
 6. Special orders (that is, matters which have previously been assigned a type of special priority)
 7. Unfinished business (consisting of items postponed from the previous meeting) and general orders
 8. New business
 9. Unit owner forum (required by NRS 116.31083[6])
 10. Adjournment

Board Meeting Minutes

NRS 116.31083

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- ▶ The minutes of each meeting of the executive board must include:
 - a) The date, time and place of the meeting;
 - b) Those members of the executive board who were present and those members who were absent at the meeting;
 - c) The substance of all matters proposed, discussed or decided at the meeting;
 - d) A record of each member's vote on any matter decided by vote at the meeting; and
 - e) The substance of remarks made by any unit's owner who addresses the executive board at the meeting if the unit's owner requests that the minutes reflect his or her remarks or, if the unit's owner has prepared written remarks, a copy of his or her prepared remarks if the unit's owner submits a copy for inclusion.

- ▶ The executive board may establish reasonable limitations on materials, remarks or other information to be included in the minutes of its meetings.

Board Meeting Minutes,

Executive Session

- ▶ Any matter discussed by the executive board when it meets in executive session must be generally noted in the minutes of the meeting of the executive board.
- ▶ If the executive board holds a meeting limited exclusively to an executive session for a hearing on a violation of the governing documents or a construction penalty, at the next regularly scheduled meeting of the executive board, the board shall acknowledge that they met in accordance with NRS 116.31085(3)(c) or (d), and include such an acknowledgment in the minutes of the meeting at which the acknowledgment was made.
 - ▶ The executive board shall maintain minutes of any decision made concerning an alleged violation and, upon request, provide a copy of the decision to the person who was subject to being sanctioned at the hearing or to the person's designated representative.



Obtaining the Floor

- ▶ **BEFORE** a board member can make a motion or speak in *debate* (any form of discussion of a motion), he or she must first be recognized by the chair as having the exclusive right to be heard at that time.
- ▶ The chair **MUST** recognize any member who seeks the floor while entitled to it (those who have not yet spoken have priority over those who have).
- ▶ To claim the floor:
 - ▶ A member stands (standing may not be required in small meetings) and faces the chair and says “Mr. President,” or “Mr. Chairman,” or “Madam Chairman,” or whatever is the chair’s appropriate title.
 - ▶ The chair recognizes the member by announcing the person’s title, or in small assemblies, by nodding at him or her.





Main Motions

Bringing forth business...

Main Motions

- ▶ A *main motion* is a motion whose introduction brings business before the board; such a motion can be made only while **no other motion is pending**.
- ▶ No discussion or debate of an agenda item is in order **unless** a main motion has been made and seconded (a **very brief** explanation may be allowed prior to making the motion, but the motion should be made immediately, **debate is never** in order at this point).
- ▶ The three steps by which a main motion is normally brought before the assembly are as follows:
 1. A voting member makes the main motion by obtaining the floor when no other question is pending.
 2. Another member *seconds* the main motion.
 3. The chair *states the question on the main motion* (not to be confused with *putting the question*, which takes place later and means putting the motion to a vote).
- ▶ The seconding of a main motion does not necessarily mean that the seconder favors the motion, but rather is in support of having it brought before the board for discussion (seconder could very well be in opposition of the main motion).
- ▶ The individual who makes the motion is referred to as the *mover*.

Main Motions, Cont'd

- ▶ A motion should be as well thought out as possible **before** it is introduced; the wording is extremely important as it indicates what the board **actually** approves should the motion pass.
 - ▶ If the motion offered is in a wording that is not clear or that requires smoothing before it can be recorded in the minutes, it is the duty of the chair to see that the motion is put into suitable form – preserving the content to the satisfaction of the mover.
 - ▶ The chair should not admit a motion that the secretary would have to paraphrase for the record.
 - ▶ The chair – either on his or her own initiative or at the secretary's request – can require any main motion, amendment, or instructions to a committee to be in writing before he or she states the question.

Bringing Forth Business

- ▶ Neither the making nor the seconding of a motion places it before the board; only the chair can do that using the third step of stating the question.
 - ▶ The chair *states* the question exactly as stated by the mover, “it is moved and seconded that [or to]...[repeats the motion verbatim].
 - ▶ The chair then turns **first** to the mover to see if he or she wishes to be assigned the floor.
 - ▶ If the mover does not claim the floor and, after a pause, no one else does, the chair may put the question before the board after first asking, “Are you ready for the question?”
- ▶ The chair **must** *state* the question on a motion immediately after it has been made and seconded, unless:
 - ▶ The motion is out of order, or
 - ▶ The wording is unclear.

Consideration of a Main Motion

- ▶ The basic steps for considering a main motion **after** it has been brought before the assembly are as follows:
 1. Members *debate* the motion (unless no member claims the floor for that purpose).
 2. The chair *puts the question* to a vote.
 3. The chair *announces the result* of the vote (the motion carries, the motion dies, etc.).

Debating a Main Motion

- ▶ As previously noted, after *stating* the question, the chair turns toward the mover to see if he/she wishes to be assigned the floor first in debate.
 - ▶ To which the maker has the right if he claims it *before* anyone else has been **recognized**, even though other members may have risen and addressed the chair first.
- ▶ A member who desires to speak in debate must **first** obtain the floor.
- ▶ Each member has the right to speak twice on the same question on the same day, but cannot make a second speech on the same question so long as another member who has not already spoken desires the floor.
 - ▶ A member who has spoken twice on a particular question on the same day has *exhausted his right to debate* that specific question for that day.
- ▶ No member may speak longer than permitted by the rules of the association without permission of the board, if no rule exists, longer than ten (10) minutes.
- ▶ Debate must be limited to the pending questions. Speakers address the chair, maintain a courteous tone, and must avoid injecting a personal note into debate.
 - ▶ Board members are **NEVER** to attack or make any allusion to the motives of their fellow directors.

The Presiding Officer; Chair

- ▶ The presiding officer cannot close debate so long as any member who has not exhausted his right to debate desires the floor, except by order of the board, which requires a two-thirds (2/3) vote.
- ▶ The presiding officer should give close attention to each speaker's remarks during debate.
 - ▶ However, the chair cannot interrupt the person who has the floor so long as the person does not violate any of the assembly's rules and no disorder arises.
 - ▶ The presiding officer must never interrupt a speaker simply because he knows more about the matter than the speaker does.
- ▶ Except in committees and small boards, the presiding officer should not enter into discussion of the merits of pending questions.

Putting the Question

- ▶ When debate appears to have closed, the chair may ask, “Are you ready for the question?” or “Is there any further debate?”.
- ▶ If no one rises to claim the floor, the chair proceeds to put the question to a vote after once more making clear the exact question the board is called upon to decide.
- ▶ There is no need to call for abstentions when calling for affirmative and negative votes, as abstentions will not impact the outcome.

Video on Main Motions in Action

▶ <https://www.youtube.com/watch?v=uETFZNwK4y4>



Subsidiary Motions

Handling business after its introduction...

Subsidiary Motions Explained

- ▶ A subsidiary motion is a type of motion by which a board deals directly with a main motion prior to (or instead of) voting on the main motion itself. Each subsidiary motion ranks higher than the main motion and lower than privileged motions.
- ▶ Subsidiary motions have all five of the following characteristics:
 - ▶ They are always *applied* to another motion (their adoption changes the pending motion) while it is pending, to aid in treating or disposing of it;
 - ▶ They can be applied to *any* main motion;
 - ▶ They fit into an order of precedence (some types of subsidiary motions outrank others);
 - ▶ They are out of order when another member has the floor;
 - ▶ They are in order during the entire time that a motion to which they can be applied is pending (unless debate has been limited or extended or a call for the previous question has been made);
- ▶ Subsidiary motions can be applied to other pending subsidiary motions made on the main motion depending on their rank.

Moving to Lay on the Table

- ▶ If there is a reason for the assembly to lay the main motion aside temporarily without setting a time for resuming its consideration, but with the provision that it can be taken up again whenever a majority so decides, this can be proposed by the motion to *Lay on the Table*.
- ▶ This motion is **NOT** debatable or amendable.

Moving the Previous Question

- ▶ If it is desired to close debate and amendment of a pending motion so that it will come to an immediate vote, this can be proposed by moving the *Previous Question*.
- ▶ This motion applies to the **immediately pending** motion.
- ▶ This motion is **NOT** debatable or amendable.

Moving to Limit or Extend Limits of Debate

- ▶ As previously noted, the standard debate provided for by *Robert's Rules of Order* consists of 2 speeches per voting member at 10 minutes per speech per item per day.
- ▶ This subsidiary motion to *Limit or Extend Limits of Debate* is used when the board desires to continue consideration of a motion:
 - ▶ If the debate is consuming too much time, a member could place a limit on the debate;
 - ▶ special circumstances may make it advisable for a member to permit more or longer speeches than under the usual rules; or
 - ▶ It may be desired to combine the elements of limitation and extension.
 - ▶ (e.g. reduce the time limit for speeches to 5 minutes, but allow each member the opportunity to make two additional speeches [4 total])
- ▶ This motion **IS** debatable and amendable.

Moving to Postpone

- ▶ Like all subsidiary motions, a motion to *Postpone* is made after a main motion.
- ▶ If the main motion is embarrassing, a board member can dispose of the question without bringing **the question** to a main vote. This is done by moving to *Postpone Indefinitely*. This particular motion is the lowest ranking of all subsidiary motions.
 - ▶ This motion **IS** debatable and is **NOT** amendable.
- ▶ In contrast, if the board is not ready to make a decision on a main motion, the main motion can be disposed of temporarily by moving to *Postpone to a Certain Time* (also called the motion to *Postpone Definitely*, or simply to *Postpone*) to a set date and time, to a subsequent meeting, or to later on in the same meeting.
- ▶ This particular motion is higher ranking than a motion to *postpone indefinitely*, a motion to *amend*, and a motion to *commit*.
 - ▶ If postponed to the subsequent meeting, the matter would then be brought up during the time set aside for “unfinished business” on the subsequent meeting agenda/order of business.
 - ▶ This motion **IS** debatable and amendable.

Moving to Commit (or Refer)

- ▶ It could be that too much time is required to amend the main motion properly, or that additional information is needed, so that it would be better to turn the motion or resolution over to a committee.
- ▶ The committee may then:
 - ▶ Study the business item.
 - ▶ Redraft the entire motion before the board considers it further.
- ▶ Such action can be proposed by moving to *Commit* the main question – or *Refer* it to a committee.
- ▶ The association must have a committee already in existence or be **authorized** by the governing documents to form a committee.
- ▶ This motion takes precedence over the main motion and over the subsidiary motions to *Postpone Indefinitely* and to *Amend*.
- ▶ This motion **IS** debatable and amendable.

Amending & Moving to Amend

▶ **Amending a main motion without a motion to amend:**

- ▶ After a motion has been made but **before** the question has been stated by the chair, any member can quickly rise and, with little or no explanatory comment, informally suggest one or more modifications to the motion.
- ▶ At this point, the **mover** can either accept or reject as he or she wishes (no debate is in order at this point).
- ▶ Application of this method should be limited to minor changes about which there is unlikely to be a difference of opinion.
- ▶ **Before** the question has been stated by the chair, the maker of the motion can amend the motion as he or she wishes, or withdraw it entirely.
- ▶ **After** the question has been stated, the motion becomes the property of the board and the maker can no longer amend or withdraw.
- ▶ **After** the question has been stated by the chair, the maker can request unanimous consent to modify the motion.
 - ▶ If any member objects to such an amendment, then the modification must be introduced in the form of a *subsidiary motion to Amend*.

Moving to Amend, Cont'd

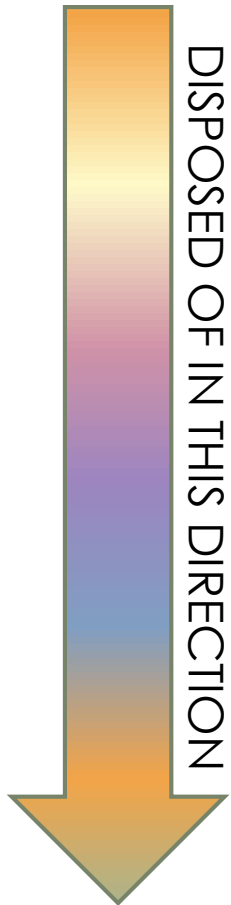
- ▶ A motion to amend takes precedence over the main motion and over the subsidiary motion to *Postpone Indefinitely*.
- ▶ Requires a majority vote to approve the amendment of the motion.
- ▶ This motion **IS** debatable **IF** the motion to be amended is debatable. The first motion to amend **IS** amendable.
- ▶ **Degrees of amendment:**
 - ▶ A secondary motion to amend can be applied to a primary motion to amend.
 - ▶ A secondary motion to amend **IS** debatable **IF** the motion to be amended is debatable. The second motion to amend is **NOT** amendable.
 - ▶ A third motion to amend **cannot** be raised when a secondary motion to amend is pending before the board and is out of order and must ruled as such by the chair. Only two motions to amend can be before the board at any one time.

Video on Amendments in Action

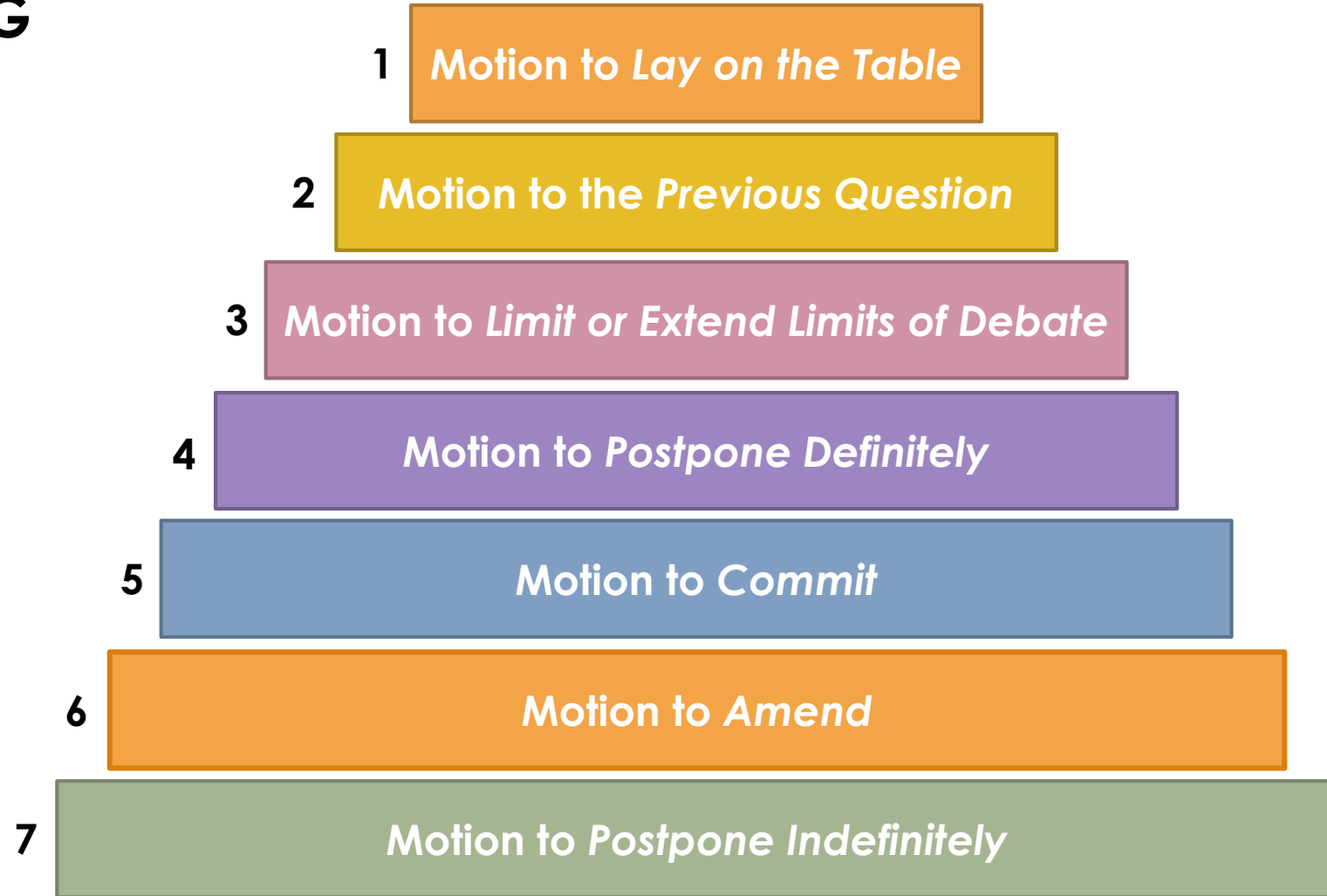
▶ https://www.youtube.com/watch?v=ijG_qzCuCaY

Hierarchy of Subsidiary Motions

HIGHEST RANKING



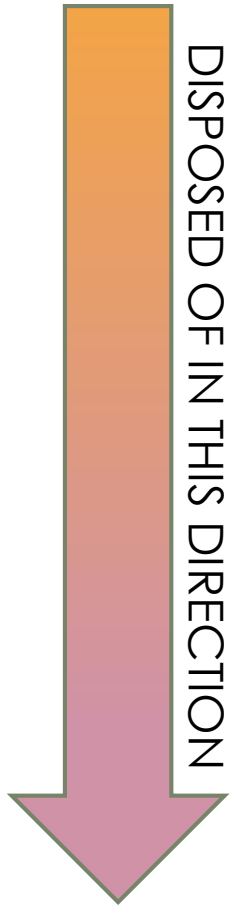
DISPOSED OF IN THIS DIRECTION



LOWEST RANKING

Hierarchy of Motion Categories

HIGHEST RANKING



LOWEST RANKING

Summary

- ▶ The use of *Robert's Rules of Order* is required for all meetings of the association unless the bylaws or a resolution adopted by the board prior to the meeting specify otherwise.
- ▶ The governing documents may and *Robert's Rules of Order* does allow the association to modify their parliamentary rules to suit their specific needs. Such rules may be adopted in addition to the requirements contained within *Robert's Rules of Order*.
- ▶ Business is introduced to the board through the making and seconding of motions. Motions are to be seconded so that frivolous, unnecessary business is not taken up by the board. Motions can be further handled through introducing subsidiary motions.
- ▶ All comments are directed at the chair, who is always referred to by title or Mr./Madam Chair. All comments are to remain courteous and impersonal.
- ▶ This class is only an introduction, *Robert's Rules of Order* is extensive. It is highly encouraged that you review the published material for yourself for all additional categories of motions not covered and any additional clarification that may be needed.

Questions?

- ▶ <http://red.nv.gov/> - Main Page
- ▶ CICOmbudsman@red.nv.gov – Email Questions
- ▶ http://red.nv.gov/Content/CIC/Program_Training/