



BYLAWS

MPI TENNESSEE
CHAPTER BYLAWS
June, 2017

ARTICLE I. NAME AND LOCATION

- Section 1. Name. The name of this organization is Meeting Professionals International Tennessee Chapter ("Chapter"), a not for profit corporation, incorporated in the state/province/country of Tennessee.
- Section 2. Chapter. The Tennessee Chapter operates as a chapter of MPI, subject to all policies, rules, practices, procedures, regulations, and bylaws made applicable by MPI to its chapters, regardless of the Chapter's specific acceptance of any of the above and the time such are adopted by MPI. In these Bylaws, all articles and sections pertain to the Chapter unless specifically designated "MPI".
- Section 3. Geographical Area. The geographical area covered by the Chapter shall include those areas as defined by MPI.
- Section 4. Offices. The offices will be located as approved by the Chapter Board of Directors.

ARTICLE II. OBJECTIVES

- Section 1. The objectives of the Chapter shall be the same as those of MPI and its policies.

ARTICLE III. MEMBERSHIP

- Section 1. Members. Chapter and MPI membership is concurrent. Individuals who are members of MPI shall also be considered members of their chapter of choice. The terms of membership of both MPI and its chapters shall run concurrently.
- Section 2. Qualifications. Membership qualifications and classification shall be as described in the current MPI Bylaws. Any member in good standing of MPI is eligible to become a member of the chapter regardless of geographic area or location of business.

Section 3. Rights and Responsibilities. All members and classes of members shall have such rights and responsibilities as these bylaws and the MPI Board of Directors may determine from time to time.

Section 4. Removal, Reinstatement and Resignation. Renewal and resignation of members and reinstatement of former members shall be defined in the current MPI Bylaws and MPI Policies.

ARTICLE IV. DUES

Section 1. Dues and Fees, Delinquencies and Cancellations. Refunds shall be as defined in the current MPI Bylaws and MPI Policies.

ARTICLE V. MEETINGS OF MEMBERS AND VOTING

Section 1. Regular Meetings. Regular meetings will be held at times and places as determined by the Board of Directors.

Section 2. Annual Meeting. The Annual Meeting shall be held at such place and date as may be determined by the Board of Directors. Officers and Directors shall be installed at such meetings, and reports shall be submitted. The Annual Meeting must be held prior to June 30 of each fiscal year

Section 3. Special Meetings. Special meetings may be called by any officer of the chapter within thirty (30) days of receipt of written request signed by at least twenty percent (20%) of the Chapter members. The business to be transacted at any Special Meeting shall be stated in the notice thereof.

Section 4. Meeting Notices. Written notice of all meetings shall be sent by mail, facsimile or electronic media to the last known address of each member at least twenty (20) days preceding the meeting.

Section 5. Voting. Each member shall have one (1) vote, and may take part and vote in person or by proxy. Unless otherwise specifically provided in these Bylaws, a majority vote of those members present and voting, in person or by proxy, shall govern.

Section 6. Voting by Mail, Facsimile or Electronic Media. Proposals to be offered to the membership for mail, facsimile or electronic voting, shall first be approved by the Board of Directors unless the proposals are endorsed by at least twenty percent (20%) of the voting members, in which case, Board approval shall not be necessary. In such a vote, no less than ten percent (10%) of all members eligible to vote shall cast a ballot to constitute a valid action and a majority of

those voting shall determine the action. Additionally, Board approval is not necessary for election ballots.

Section 7. Cancellation of Meetings. The Board, with or without cause, may cancel or postpone any regular meeting or Annual Meeting for cause. If the Annual Meeting is postponed, provision must be made to hold it within thirty (30) days from postponement.

Section 8. Quorum of Members: At an annual or special meeting of members, a quorum shall consist of ten percent (10%) of members then entitled to cast a vote, represented in person or by proxy. In the event a quorum is not present, those in attendance may adjourn the meeting until a quorum is present without further notice. If a quorum is present, the affirmative vote of a majority of the yes/no votes present and voted, either in person or by proxy, shall be the act of the members unless the vote of a greater number is required by the laws of state, province or country, the articles of incorporation or these bylaws.

Section 9. Rules of Order. The meetings and proceedings of the Chapter shall be regulated and controlled according to the most current Robert's Rule of Order for parliamentary procedure, except as may be otherwise provided by these Bylaws.

Section 10. Chapter elections shall be pursuant to the current policies by MPI.

ARTICLE VI. OFFICERS

Section 1. Elected Officers. The elected officers of the Chapter shall be a President, President-elect, Immediate Past President, Vice President Finance, Vice President Membership, Vice President Education and Vice President Communications and any additional officers deemed necessary by the Chapter Board of Directors as referenced in MPI Bylaws and MPI Policies. With the exception of the Immediate Past President, officers shall be elected by the Chapter Board of Directors and as prescribed by MPI Bylaws and MPI Policies and shall serve until their successors have been duly elected and have assumed office.

Section 2. Eligibility. Any member in good standing of MPI whose primary affiliation is with this Chapter is eligible for nomination and election to any elective office. It is preferable that the member have served on the Board of Directors for a minimum of one year.

Section 3. Nomination and Election. Nominations will be made in accordance with these bylaws.

Section 4. Term of Office. Each elected officer shall take office July 1 and shall serve for a term of one (1) year or until his/her successor is duly elected and installed. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

Section 5. Term of office and Re-election. Any Vice President having served one (1) full term shall be eligible for re-nomination and re-election to serve one additional one (1) year term in the same office. After serving two consecutive one (1) year terms, they will not be eligible to serve in the same office until at least one (1) year has elapsed from the expiration of the prior term. If selected to fill an unexpired one year term, such term shall not be considered for such purposes of determining eligibility for re-election.

Section 6. Vacancies and Removal. Vacancies in offices may be filled for the balance of the term by a majority vote of the Chapter Board of Directors at any regular Meeting. The Chapter Board of Directors, at its discretion, may remove any officer by a two-thirds (2/3) vote of all members of the Board. However, a vacancy in the office of Immediate Past President shall be filled for the balance of the term by the last Immediate Past President willing to serve. A vacancy in the office of President shall be filled for the balance of the term by the President-elect or Immediate Past President, whichever is determined by a majority vote of the Board of Directors. A vacancy in any Vice President position shall be determined by a majority vote of the Board of Directors.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. President. The President shall serve as chairman of both the Board of Directors and the Executive Committee. The President shall also serve as a member, ex-officio, with right to vote on all committees except the Governance and Nominating Committee. The President or designee will serve as a member of the International Council of Chapter Presidents.

At the Annual Meeting and at such other times, the President shall communicate to the members such matters and make such suggestions that will promote the welfare and increase the usefulness of the Chapter. The President shall perform such other duties as or as may be prescribed by the Board of Directors.

Section 2. President-elect. The President-elect shall preside at all meetings in the absence of the President, work with officers to ensure chapter minimum standards are met, develop leadership succession planning strategies for chapter and shall perform such other duties that may be delegated by the President and/or the Chapter Board of Directors.

Section 3. Immediate Past President. The Immediate Past President shall serve as the Governance and Nominating Committee Chair, ensuring compliance and support of chapter bylaws and policy, and shall perform other duties that may be delegated by the President and/or the Chapter Board of Directors.

Section 4. Vice President Finance. The Vice President Finance shall oversee the Chapter's funds and financial records. The VP Finance shall oversee collection of all funds and/or assessments; shall establish proper accounting procedures for the handling of funds; and shall be responsible for keeping the funds in such banks, trust companies, and/or investments as are approved by the Executive Committee.

The Vice President Finance shall report on the financial condition of the Chapter at all meetings of the Board of Directors and at other times when called upon by the President. The Vice President Finance shall file Chapter tax reports to MPI (US Chapters only), the Internal Revenue Service and state/province agencies as required.

Section 5. Vice President Membership. The Vice President Membership shall oversee new member recruitment, new member orientation, member recognition programs, scholarships and Chapter retention. The Vice President Membership will access membership reports including new members and retention from the MPI database and report at all meetings of the Board of Directors and at other times when called upon by the President.

Section 6. Vice President Education. The Vice President Education shall oversee the educational offerings of the Chapter, to include program planning and educational alignment with the MPI strategic plan. The Vice President Education shall also oversee registration, logistics, content and speaker sourcing for all meetings. The Vice President Education will report at all meetings of the Board of Directors and at other times when called upon by the President.

Section 7. Vice President Communications. The Vice President Communications shall oversee the chapter communications. Vice President of Communications will oversee the timely communications as needed to provide effective newsworthy information to the membership. In addition, the Vice President Communications shall oversee the production of the chapter newsletter, directory and website, their content and accuracy, and all written communication that is provided by the chapter both internally and externally. The Vice President Communications shall also ensure that all written communications follows the chapter Strategic Plan currently in place.

The Vice President Communications will report at all meetings of the Board of Directors and at other times when called upon by the President.

Section 8. Delegation of Duties. Duties of officers may be delegated to other persons by the Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The governing body shall be the Chapter Board of Directors. The Board is responsible for reviewing and approving the organization's strategic plans. The Board oversees financial integrity and monitors performance against achievement of strategy and long-term vision. The Board shall be responsible for the hiring and continual performance assessment of paid staff. The Board shall have other powers and authority as granted to it by these bylaws.

Section 2. Composition. Including the officers, the Board of Directors shall consist of 15 members (as permitted by applicable law, no fewer than 7 members and no more than 25 members).

Section 3. Eligibility. Any member in good standing of MPI whose primary affiliation is with this Chapter is eligible to be a member of the Chapter Board of Directors.

Section 4. Nomination and Election. Nominations will be made in accordance with these bylaws.

Section 5. Term of Office and Re-election. Directors not defined as officers in Article VI, Section 1 take office July 1 and will be elected for a 1 (one) year term or until their successors assume office. After serving one term, Directors may be re-elected for up to two (2) additional one year terms, and after three (3) consecutive one year terms they will not be eligible to serve in the same office until at least one (1) year has elapsed from the expiration of the prior term. If selected to fill an unexpired one year term, such term shall not be considered for such purposes of determining eligibility for re-election. Directors may serve a maximum of six (6) consecutive years on the Board unless they have been elected to an officer position.

Section 6. Vacancies and Removals. Vacancies in any director position may be filled for the balance of the term by the Board of Directors. Any director may be removed from office with or without cause by a two-thirds (2/3) vote of members voting at a membership meeting, and any vacancy on the Board of

Directors thereby created may be filled by vote of the Board for the unexpired term.

- Section 7. Meetings. Meetings of the Board are to be held at least 6 times per year at times and places as determined by the Board of Directors and except for executive sessions will be open for attendance by any MPI Member in good standing whose primary affiliation is with this Chapter.
- Section 8. Voting. Voting rights of a Director shall not be delegated to another nor exercised by a proxy.
- Section 9. Quorum. A majority of the Board constitutes a quorum for the transaction of the business of the Board.
- Section 10. Absences. Any director, including elected officers, who has been absent from one (1) regular meeting of the Board of Directors shall request an excused absence from the president. If the director misses the next Board of Directors meeting, the director shall be deemed to have resigned from the Board of Directors and the vacancy shall be filled as provided by these bylaws, unless a further excused absence for extraordinary reasons shall be granted by the members of the Board of Directors.
- Section 11. Compensation. Directors and elected Officers shall not receive any compensation for their service as an MPI Chapter Officer/Director.

ARTICLE IX. EXECUTIVE COMMITTEE

- Section 1. Authority and Responsibility. The Executive Committee may act in place and stead of the Board of Directors between Board Meetings on all matters, except those specifically reserved to the Board by these Bylaws, pursuant to delegation of authority to such committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board for ratification by mail, facsimile, electronic media or at the next Board meeting.
- Section 2. Composition. The Executive Committee of the Chapter shall be the President, President-elect, Immediate Past President, Vice President Finance, Vice President Membership, Vice President Education, Vice President Communications, and may include any such additional members as the Board of Directors may designate.
- Section 3. Vacancies. Any vacancy occurring on the Executive Committee shall be filled in the manner as prescribed in Article VI, Section 6 of these Bylaws. Any Executive Committee member appointed to fill a vacancy shall serve the unexpired term.

Section 4. Meetings. The Executive Committee meets at the call of the President or at the request of two (2) members of the Committee.

Section 5. Quorum. A majority of the Executive Committee constitutes a quorum for the transaction of business of the Executive Committee.

ARTICLE X. OTHER COMMITTEES

Section 1. Audit and Finance Committee. The Audit and Finance Committee shall be the Executive Committee. The VP Finance shall serve as chairman. The Committee shall assist the Board of Directors in fulfilling its oversight responsibilities relating to the quality and integrity of the Chapter's financial reporting processes and accounting practices and the performance, qualifications, and independence of the Chapter's independent auditors.

Section 2. Governance and Nominating Committee. The Governance and Nominating Committee shall assist the Board of Directors in fulfilling its oversight responsibilities relating to developing and implementing sound governance policies as well as the nomination process for directors and officers. It shall be chaired by the Immediate Past President with the President-Elect serving as a member of the committee. The remaining members of the Governance and Nominating Committee shall be appointed by the President with the approval of the Board of Directors. There shall be no fewer than four (4) members, including the chairman. No current candidates for officer or director positions may serve on the Governance and Nominating Committee. Elections shall be conducted and submitted to MPI Global by March 1.

Section 3. Special Committees. The President, in accordance with the policies approved by the Board of Directors, shall appoint such other committees, subcommittees, or task forces as are necessary and which are not in conflict with other provisions of these Bylaws. The duties of such committees shall be prescribed by the Board of Directors.

ARTICLE XI. PAID STAFF ADMINISTRATORS

Section 1. Paid staff administrators may be employed by the Chapter Board of Directors to serve at its discretion. Duties and compensation shall be determined by the Board. Paid staff administrators must adhere to the standards and qualifications established by MPI Global.

ARTICLE XII. FINANCE

- Section 1. Fiscal Period. The fiscal period of the Chapter shall be July 1 - June 30.
- Section 2. Insurance. The Chapter shall maintain General Liability, Directors & Officers Liability, Employment Practice Liability insurance coverage through MPI Global.
- Section 3. Budget and Annual Financial Reports. With recommendation of the Audit and Finance Committee, the Chapter Board of Directors in advance of the next fiscal year shall adopt an annual operating budget covering all Chapter activities. The Vice President Finance shall furnish a financial report for the fiscal year just completed to the Board of Directors, MPI and the Chapter membership within ninety (90) days following the end of each fiscal year.
- Section 4. Audit. The accounts of this Chapter shall be reviewed not less than annually by a Certified or Chartered Public Accountant or a committee of no fewer than two qualified individuals who do not have any financial authority within the Chapter and who shall be recommended by the Board within thirty (30) days following the completion of each fiscal year.

ARTICLE XIII. MISCELLANEOUS

- Section 1. Operation and use of funds. The Chapter shall be organized and operated exclusively within the meaning of Section 501 (c) (3) of the US Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law, and in accordance with the laws of any jurisdiction in which the Chapter is organized, and no part of the net earnings of the Chapter shall inure to the benefit of any director, officer, member or other private person, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered.
- Section 2. Dissolution. Funds are to be used only to accomplish the objectives and purposes specified by the Chapter and no part of such funds shall inure or be distributed to Chapter members.
- On dissolution of the Chapter or a determination by MPI that the Chapter is no longer eligible to be an MPI chapter, any funds and all records/files are to be returned to MPI and the Chapter shall no longer indicate or imply any affiliation with MPI.
- Section 3. Political Activities. The Chapter shall not contribute any of its earnings or property or provide any endorsement or service for any political candidate, committee, party or organization.

Section 4. Indemnification. To the fullest extent allowed by the laws governing the Chapter, the Chapter shall indemnify and hold harmless each person who is now, or shall hereafter serve as a director, officer, employee, or agent of the Chapter from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his or her having heretofore or hereafter been a director, officer, employee, or agent of the Chapter, or by any reason of any action alleged to have been taken heretofore or hereafter by a director, officer, employee, or agent of the Chapter in the capacity of being a director, officer, employee or agent of the Chapter.

ARTICLE XIV. AMENDMENTS

Section 1. Subject to Section 3 or the Article, these Bylaws may be amended by a two-thirds (2/3) vote of returned mail, facsimile, or electronic media ballots cast by members eligible to vote in mail ballot voting, provided no less than ten percent (10%) of all members eligible to vote shall cast a ballot and the proposed change has been sent in writing to the members thirty (30) days prior to the ballot deadline.

Section 2. Amendments may be proposed by the Board upon its own initiative or upon petition of at least ten percent (10%) of the Chapter members addressed to the Chapter Board. All such proposed amendments shall be presented to the membership by the Board of Directors with or without recommendation.

Section 3. These Bylaws shall automatically be deemed amended to include provisions as may be stated, from time to time, in the most recent MPI Minimum Chapter Bylaws. All other additions, deletions and changes must be approved in advance by the President/CEO of MPI or his or her delegate with the exception of name changes or territorial boundaries, which must be approved by the Board of Directors of MPI prior to being submitted to the Chapter membership for approval.

Revised and approved by the MPI Board of Directors May 2015.

RECORDING MINUTES/DISTRIBUTION

Minutes are the legal record of the proceedings of an assembled group. They should be recorded with the greatest of care.

Basic Rules for Content

- Record what was done, not what was said.
- They should never reflect the opinion of the person recording.
- If they are published, they may include some of the debate.
- If committee reports are adopted, the entire report is recorded in the minutes.

Contents

1. First paragraph should include:
 - kind of meeting - regular, special, adjourned;
 - name of group;
 - date and time of meeting, place if not always the same;
 - presence of regular chairman and secretary, or in their absence names of their substitutes;
 - whether minutes of previous meeting (date) were read and approved as;
 - read or corrected - include corrections;
 - was a quorum present;
2. Make a separate paragraph for each subject. Title the paragraph in the outside margin;
3. All main motions and motions that bring back a main motion, except those which were withdrawn, are recorded giving...
 - the exact wording of each motion as adopted or disposed of;
 - disposition of the motion;
 - name of the maker of major motions, but not the name of the second.
4. All points of order and appeals, whether sustained or lost - include reasons given by Chair for ruling.
5. Hour of adjournment.
6. Signature of secretary, or by the secretary and the president. The verbiage "respectfully submitted" is no longer used;
7. Space for date approved and secretary's initials.

Additional information

- The minutes of a board or committee belong to the members of the board or committee... but to no others.
- When vote is by roll call, the names of those voting for and against, and those answering "present" is entered.
- It is never too late to amend minutes. If they have been approved, it requires a 2/3 vote, or majority with previous notice, or a majority of the membership to amend.

ROBERT'S RULES OF ORDER AT-A-GLANCE

based on *Robert's Rules of Order*

Newly Revised (9th Edition)

And Robert's Rules of Order Newly Revised In Brief

Quorum: a minimum number of members who must be present – is required for a meeting to conduct substantive business. The organization usually decides what should be the quorum required for their meetings. If an organization fails to do this, then – with some exceptions- the quorum is a majority of the members. Even when a meeting begins with a quorum present, it loses its right to conduct substantive business whenever enough members leave to bring attendance below the level of a quorum.

Usual Order of Business in Ordinary Societies

Call to order.

Presiding Officer stands, waits or signals for quiet, and says, "The Meeting will come to order."

Opening Ceremonies or Exercises. (optional)

May include invocation, then patriotic ceremony, ritual briefly recalling the objects or ideals of the organization, etc.

1. *Reading and Approval of Minutes.*

Presiding Officer say,

"The Secretary will read the minutes".

"Are there any corrections to the minutes"?

"If there are no corrections [or "no further corrections"], the minutes stand [or "are"] approved [or "are approved as read," or "approved as corrected"].

2. *Reports of Officers, Boards, and Standing Committees.*

Presiding Officers says,

"May we have the Treasurer's report."

"The chair recognizes Ms._____, Chairman of the _____ Committee for a report."

"Does the _____ Committee have a report?"

3. *Reports of Special (Select, or Ad Hoc) Committees*

Presiding Officers calls on committees in the order in which they were appointed. Only those special committees that are prepared, or were instructed, to report on matters referred to them should be called on.

"The next business in order is hearing reports of Special Committees. -- The _____ Committee will report."

4. *Special Orders.*

Presiding Officer will take up any unfinished special orders left pending from the previous meeting, or items of business that were made special orders for the present meeting.

"At the last meeting, the resolution relating to _____ was made a special order for this meeting [or, of the special order was made by postponement, "...was postponed to this meeting and made a special order."]

5. *Unfinished Business and General Orders.*

Presiding Officer says,

"Under Unfinished Business and General Orders, the first item of business is the motion relating to _____, which was pending when the last meeting adjourned.

6. *New Business.*

The Presiding Officer asks,

"Is there any new business?"

"Is there any further new business?"

Announcements.

The Presiding Officer asks,

"Are there any announcements?"

Adjournment.

The Presiding Officer:

"If there is no further business to come before this assembly, the meeting is adjourned.

Note: The meeting may also be adjourned by the motion to adjourn (second and majority vote.)

(RONR 1990, 40, pages 347-370)

Minutes

Minutes Should Contain:

1. A record of what was done at the meeting, not of what was said by the members.
2. The first paragraph should contain the following:
 - a. The kind of meeting: regular, special, adjourned regular, or adjourned special.
 - b. The name of the society or assembly.
 - c. The date and time of the meeting, and the place, if it is not always the same.
 - d. The fact that the regular chairman and secretary were present, or, in their absence, the names of the persons who substituted for them.
 - e. Whether the minutes of the previous meeting were read and approved - as read, or as corrected - the date of that meeting being given if it was other than a regular business meeting.

3. The body of the minutes should contain a separate paragraph for each subject matter with the name of the mover for all motions, and should show all main motions and the disposition of same, secondary motions, notices of motions and all points and order of appeals.
4. The last paragraph should state the hour of adjournment.
5. Minutes should be signed by the secretary.

(RONR 1990, 47, pages 458-461)

What Motion to Use

Motion - A formal proposal by a member, in a meeting, that the group take certain action.

A main motion

Main Motion – One whose introduction brings business before an assembly. There should be no debate on a matter before a motion regarding it has been made. Only one main motion may be before the assembly for action at a time.

Purpose	Motion to Use
To introduce a subject to the assembly.	Main Motion.
To kill the main motion.	Postpone indefinitely.
To modify or change the motion.	Amend.
To investigate the question before voting upon it.	Commit.
To defer action until a later time or the next meeting.	Postpone to a certain time.
To change the rules of the debate.	Limit or extend limits of debate. (Two-thirds vote)
To stop debate.	Previous question. (Two-thirds vote)
To temporarily lay aside the pending question.	Lay on the table.
To provide for an intermission.	Recess.
To close the meeting.	Adjourn.
To reverse the decision of the chair.	Appeal.
To allow the organization to take action prohibited by the standing rules.	Suspend the rules.
To call attention to a violation.	Point of order.
To obtain information or make a request of any kind.	Request.
To obtain parliamentary information.	Parliamentary Inquiry.
To suppress the question. (motion)	Withdraw the motion.
To determine correctness of a voice vote as announced by the chair.	Division of the assembly. (Rising vote)

To bring a question before the assembly that has been tabled	Take from the table.
To correct hasty action.	Reconsider the vote.
To annul an action previously taken.	Rescind.
To validate a previous unofficial act.	Ratify.

To speak at a meeting – To make a motion or to speak in debate, you stand up immediately after the previous speaker has finished and call out “Madame/Mr. President”. The chair designates you as the next speaker, or recognizes you, normally calling out your name or title.

When you are authorized to speak in this way, you are said to have the floor. When finished you sit down, and thus yield the floor.

How a Motion Gets Before a Group

How to make a motion – To make a motion, after obtaining the floor you simply say, “I move that...” and then clearly describe the proposal.

It is important to say precisely what the words of the motion are to be. The group votes on exact language, not on a vague idea. Motions must be written exactly as they are proposed in the minutes. It is the secretary’s job to copy them accurately.

It is a good practice to write out any motion you propose and make copies to give to both the president and the secretary.

After making a motion, you immediately sit down. You wait until later to give your reasons for making the proposal.

A defeated motion cannot be renewed in the same meeting in which it was approved.

“Seconding” a motion – When a motion is made, it must be seconded in order to be considered by the group. This shows that at least two members want the proposal considered; it does not necessarily mean the seconder agrees with the motion. If there is no second, the motion is not put before the group for discussion or decision. To second a motion, you call out “Second!” You may remain seated and do not need to be recognized by the chair to second a motion.

The Chair “States” the Question - Once a motion has been made and seconded, the chair states the question on the motion.

How the Group Considers a Motion

When a motion has been stated by the chair, it is then before the group for debate and action. Debate means discussion on the merits of the question. Generally the maker of the motion is

given the first opportunity to have the floor. During the debate, there are also certain other motions that you can make relating to the main motion that would interrupt its consideration. These are called secondary motions.

During debate, only one person has the floor at a time. When they have concluded giving their position, another member may be recognized to give their position.

When the debate has concluded, a vote is taken by the group and the results are announced by the chair.

Rules for Debate

Each member of the group may speak in debate twice on any debatable motion on the same day (each time for up to 10 minutes unless amended by the group).

Generally, the chair designates the person who has the floor. You cannot, while someone is still speaking, try to signal that you want to speak next. You must wait until the person speaking sits down before standing and seeking the chance to speak.

Normally the person that makes the motion is the first to speak.

While everyone may speak twice on the same motion in the same date, preference will go to someone who has not yet spoken on it.

If known, the chair should try to alternate between speakers in favor and opposed to the motion equally.

In debate, your speech must relate to the motion under discussion.

Please remember to debate issues, not personalities.

To close a debate immediately, you can make a motion for the Previous Question. This motion requires a two-thirds vote and is undebatable. The proper wording to close debate on the immediately pending motion is to say, "I move the previous question" or "I call the question." You must have the floor when you make this motion - it cannot be called out. This motion may be moved at any time while the debatable motion is pending, whether or not some debate on it has already taken place. This motion must be seconded and upon approval, the primary motion is immediately voted on. If defeated, debate continues.

Kinds of Motions

Main Motion -Brings business before the assembly for consideration or action.

Subsidiary Motions -Assist the assembly in treating and disposing of main (and some times other) motions.

Privileged Motions -Do not relate to pending business, but have to do with special matters of immediate importance.

Incidental Motions -Relate to pending or other business at hand, and must be decided before business can proceed and are undebatable.

Obtaining the Floor & Processing a Main Motion

1. Member addresses the Presiding Officer,
"Mr./Madam President."
2. Presiding Officer recognizes member by calling his/her name.
3. Member proposes motion,
"I move that _____."
4. Another member seconds the motion,
"I second the motion."
5. Presiding Officer states the motion,
"It has been moved and seconded that _____."
6. Presiding Officer calls for debate,
"Is there any discussion?" "Are there any remarks?" "Are you ready for the question?"
7. Presiding Officer takes the vote when the debate has ended.
"The question is on the adoption of the motion that _____."
"Those in favor say, 'Aye'. Those in favor say, 'No'."
8. Presiding Officer announces the results of the vote.
"The yeas have it. The motion is carried, and we will (repeat motion)."
"The nays have it. The motion is lost, and we will not (repeat motion)."

(RONR 1990, 3, pages 28-56)

Amendments

Three Basic Processes of Amendment

1. *To insert or add*
"I move to amend the motion by inserting the word, 'red', before the word, 'roses'."
2. *To strike out*
"I move to amend the motion by striking out the words, 'long stemmed', before the word, 'roses'."
3. *To strike out and insert*

"I move to amend the motion by striking out the word, 'flowers', and inserting the word, 'roses'."

To substitute is to strike out a paragraph, or entire text and insert another. An amendment must be related (germane) to the motion being carried. An amendment is voted upon first; then the motion as it is amended is voted upon. (RONR 1990, 12, pages 131-164)

How Can a Group Change Its Mind?

Motion to reconsider - If a motion has been either adopted or defeated during a meeting, and at least one member who voted on the winning side wants to have the vote reconsidered, such a member may make the motion to reconsider. This motion can generally only be made on the same day on which the vote sought to be reconsidered was taken.

Motion to rescind or amend - The motion to rescind or amend a decision may be made after a meeting is over, regardless of how you voted on the original motion. There is no time limit on making either of them. Both are main motions.

Previous notice must be given to alert members ahead of time to the fact that the motion will be made.

If it is not, the motion requires:

A 2/3 vote or

A majority of the entire membership of the voting body.

If notice is given, the motion requires a majority vote for adoption. Notice may be given at the meeting immediately preceding the meeting at which the motion is to be made or in the call of the meeting (written notice).

Renewal of motions - This motion makes a motion after it has been defeated. If, for example, a motion is passed and after the meeting is over, you feel that the assembly made the wrong decision, you can make the same motion again at the next monthly meeting. You can do this regardless of how you voted on the original motion.

Table of Rules Relating to Motions

Motion	Debate?	Amend?	Vote
Adjourn	No	No	Majority
Amend	Yes	Yes	Majority
Amend Something Previously Adopted	Yes	Yes	Maj. With notice; 2/3; or Maj. of entire membership
Appeal	Normally	No	Maj. in negative required to reverse chair's decision
Commit	Yes	Yes	Majority

Debate, Close (Previous Question)	No	No	2/3
Debate, Limit or Extend Limits of	No	Yes	2/3
Main Motion	Yes	Yes	Majority
Postpone	Yes	Yes	Majority
Previous Question	No	No	2/3
Recess	No	Yes	Majority
Reconsider	If motion to be reconsider debatable	No	Majority
Rescind	Yes	Yes	Maj. w/ notice; 2/3; or Maj. of entire membership
Refer (Commit)	Yes	Yes	Majority
Suspend the Rules (of order)	No	No	2/3
Suspend the Rules (standing rules or convention standing rules)	No	No	Majority
Voting, motions relating to	No	Yes	Majority

Words to Use

To Speak in a Meeting (Seek Recognition To Speak)	
Member A: (stand)	Mister/Madame President!
Chair:	Mr. A.
Member A:	(Say what you have to say, then sit when finished)
To Make a Motion	
After being recognized to speak:	I move that...
To Second a Motion	
Remaining seated, without seeking recognition:	Second!
To Make Particular Motions <i>After</i> Being Recognized By the Chair to Speak	
Adjourn	I move to adjourn.

Amend	<p>I move to amend: (Examples) By striking out "blacktop" before "driveway". By inserting "in the madow" after "building". By strking out "concrete" and inserting "blacktop". By striking out the third paragraph. By intserting the following paragraph on page 6 after line 5... By substituting for the pending motion the following...</p>
Commit or Refer	I move to refer the motion to a committee of three to be appointed by the chair.
Count Vote	I move that the vote be counted.
Debate, Close Immediately	I move the previous question.
Debate, Limit or Extend Limits of	I move that debate be limited to one speech of three minutes for each member.
Postpone to a Certain Time	I move to postpone the question to the next meeting.
Previous Question	I move the previous question.
Recess	I move to recess for five minutes.
Suspend the Rules	I move to suspend the rules and...
Vote, count	I move that the vote be counted.
To Make Particular Motions <i>Without</i> Being Recognized By the Chair to Speak	
Appeal (stand)	I appeal from the decision of the chair.
Demand a Rising Vote (need not stand)	Division!
Parliamentary Inquiry (stand)	<p>Member: A parliamentary inquiry, please. Chair: The member will state his/her inquiry. Member: (Example) Is a motion to adjourn now in order?</p>
Point of Information (stand)	<p>Member: Mr./Mrs. President, I rise to a point of information. Chair: The member will state his/her point. Member: (Example) The motion calls for a lot of money to be spent. Will the Treasurer tell us how much money the Society has in the bank?</p>
Point of Order (stand)	<p>Member: Point of order! Chair: The member will state his/her point of order Member: I make the point of order that...</p>

