Robert's Rules of Order Cheat Sheet for Nonprofits

Written by <u>Toni Hoy</u>

Robert's Rules of Order is a lengthy manual of parliamentary procedure that governs most boards of directors, which was first created in 1876 by Henry Martyn Robert as an adaptation of the rules and practices of Congress. With the latest versions of the manual totaling around 700 pages, a Robert's Rules of Order cheat sheet is useful for highlighting the most common processes used by today's boards.

To help simplify Robert's Rules of Order, we'll provide an overview of the following topics:

- The basics of Robert's Rules
- 6 categories of motions
- Steps for making a motion
- How to handle points of order
- Robert's Rules of Order cheat sheet
- Tips and reminders for board chairs

What is Robert's Rules of Order, and What Is It Used For?

Robert's Rules is a framework that is comprised of a set of codes and rules of ethics that helps groups hold orderly meetings that allow the majority to rule while allowing minority voices to be heard.

There are four primary types of motions in Robert's Rules of Order:

- 1. Main motions
- 2. Subsidiary motions
- 3. Incidental motions
- 4. Renewal motions

Robert's Rules of Order for meetings is the general standard for how nonprofit boards, committees and other established groups govern discussions and decision-making. Most nonprofits and groups use Robert's Rules because it ensures order and creates a ripe environment for <u>productivity</u>.

Parliamentary Procedure

A parliamentary procedure can be any set of rules and guidelines a group formally establishes to govern themselves, with Robert's Rules of Order being the most common type.

The goal of the parliamentary procedure is to set forth the order of discussions and ultimately get to a place where all group members can agree on what they want to accomplish or how to move forward. By using an established set of rules and guidelines, members of the group can reach a consensus in a respectful, collegial manner.

Robert's Rules Basics

New board members should learn the basics of Robert's Rules as soon as they join a board. Board members will use the basic rules for making decisions at most meetings.

Here is a general outline of the essential elements of Robert's Rules:

- Motion A member makes a motion to propose an action or make a decision by saying, "I move to...". Another member must second the motion by saying, "I second the motion." Once someone seconds the motion, the group votes on the motion. It passes by a majority vote or a <u>quorum</u> depending on the rules in the bylaws.
- Amend a motion Members use this process to change a motion and can do so by stating, "I move to amend the motion on the floor." Again, this motion must be seconded and voted upon.
- **Commit** Members use this type of motion to transfer a motion to a committee. As with other types of motions, it must be seconded and voted upon. Once it moves to a committee, the committee presents a report on the committed motion at the next meeting.
- **Question** Members say, "I call the question" to end a debate or discussion. The motion must be seconded and voted upon without further discussion. A call for the question requires a two-thirds majority vote to pass. At this point, the members must immediately vote on the motion on the floor.
- Adjourn This refers to moving to end the meeting. A member would say, "I move to adjourn," and another member would second the motion. If the majority then votes to adjourn, the meeting is over.

If anything out of the ordinary comes up, board members can look up the rules during the meeting. When you store a copy of Robert's Rules in your <u>board management system</u>, it is quickly and easily accessible if there is a question on proper meeting protocols.

Robert's Rules of Order Cheat Sheet

We have updated the Robert's Rules of Order Cheat Sheet for 2023, <u>available in a downloadable format</u> <u>here</u>. Print or download this to keep at your fingertips for running even more effective board meetings.



Robert's Rules of Order Cheat Sheet

Action	What to Say	Can interrupt speaker?	Need a Second?	Can be Debated?	Can be Amended?	Votes Needed
Introduce main motion	"I move to"	No	Yes	Yes	Yes	Majority
Amend a motion	"I move to amend the motion by II (add or strike words or both)"	No	Yes	Yes	Yes	Majority
Move item to committee	"I move that we refer the matter to committee."	No	Yes	Yes	No	Majority
Postpone item	"I move to postpone the matter until"	No	Yes	Yes	No	Majority
End debate	"I move the previous question."	No	Yes	Yes	No	Majority
Object to procedure	"Point of order."	Yes	No	No	No	Chair decision
Recess the meeting	"I move that we recess until"	No	Yes	No	No	Majority
Adjourn the meeting	"I move to adjourn the meeting."	No	Yes	No	No	Majority
Request information	"Point of information."	Yes	No	No	No	No vote
Overrule the chair's ruling	"I move to overrule the chair's ruling."	Yes	Yes	Yes	No	Majority

Action	What to Say	Can interrupt speaker?	Need a Second?	Can be Debated?	Can be Amended?	Votes Needed
Extend the allotted time	"I move to extend the time by minutes."	No	Yes	No	Yes	2/3
Enforce the rules or point out incorrect procedure	"Point of order."	Yes	No	No	No	No vote
Table a Motion	"I move to table"	No	Yes	No	No	Majority
Verify voice vote with count	"I call for a division."	No	No	No	No	No vote
Object to considering some undiplomatic matter	"I object to consideration of this matter"	Yes	No	No	No	2/3
Take up a previously tabled item	"I move to take from the table"	No	Yes	No	No	Majority
Reconsider something already disposed of	"I move to reconsider our action to"	Yes	Yes	Yes	Yes	Majority
Consider something out of its scheduled order	"I move to suspend the rules and consider"	No	Yes	No	No	2/3
Close the meeting for executive session	"I move to go into executive session."	No	Yes	No	No	Majority
Personal preference - noise, room temperature, distractions	"Point of privilege"	Yes	No	No	No	No vote

*A member may make a motion to reconsider something that was already disposed; however, the reconsidered motion may not be subsequently reconsidered. A motion to reconsider must be made during the same meeting and can extend to a meeting that lasts for more than one day.

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Making a Motion

Board members must discuss one issue at a time to keep order in the boardroom. The board chair should only allow one person to speak at a time. Any member who wants to make a motion must request the floor —and be granted it — before speaking.

Robert's Rules classifies motions into the below categories.

6 Categories of Motions

- 1. Main motion: Introduces a new item
- 2. **Subsidiary motion:** Changes or affect how to handle a main motion (vote on this before the main motion)
- 3. Privileged motion: Brings up an urgent or essential matter unrelated to pending business
- 4. Incidental motion: Questions procedure of other motions
- 5. Motion to table: Kills a motion
- 6. **Motion to postpone:** Delays a vote (can reopen debate on the main motion)

You can read more about these motions here.

Robert's Rules of Order Motion Steps

- 1. **Motion:** A member rises or raises a hand to signal the chairperson.
- 2. Second: Another member seconds the motion.
- 3. **Restate motion:** The chairperson restates the motion.
- 4. **Debate:** The members debate the motion.
- 5. **Vote:** The chairperson restates the motion, and then first asks for affirmative votes, and then negative votes.
- 6. Announce the vote: The chairperson announces the result of the vote and any instructions.

You can read more about the motions and how to use them in this article, <u>"Robert's Rules of Order:</u> <u>Types of Motions</u>".

TIP! If the board is in obvious agreement, the chairperson may save time by stating, "If there is no objection, we will adopt the motion to..." Then wait for any objections. Then say, "Hearing no objections, (state the motion) is adopted." And then state any instructions.

If a member objects, first ask for a debate, then vote, and then announce the vote.

Points in Robert's Rules of Order

Certain situations need attention during the meeting, but they don't require a motion, second, debate, or voting. It's permissible to state a point during a meeting where the chairperson needs to handle a situation right away. Board members can declare a Point of Order, Point of Information, Point of Inquiry, or Point of Personal Privilege.

- **Point of Order:** A member draws attention to a breach of rules, improper procedure, breaching of established practices, etc.
- **Point of Information:** A member can ask for a point of information if they want more information on a motion. A point of information should not be used as a means for the person calling for a point of information to present information.
- **Point of Inquiry:** A member may use a point of inquiry to ask for clarification in a report to make better voting decisions.
- **Point of Personal Privilege:** A member may use a point of personal privilege to address the physical comfort of the setting such as temperature or noise. Members may also use it to address the accuracy of published reports or the accuracy of a member's conduct.

*Note: A member may make a motion to reconsider something that was already disposed of; however, the reconsidered motion may not be subsequently reconsidered. A motion to reconsider must be made during the same meeting and can extend to a meeting that lasts for more than one day.

Robert's Rules: Tips and Reminders for Chairpersons

<u>Robert's Rules of Order</u> was developed to ensure that meetings are fair, efficient, democratic and orderly. A skilled chairperson allows all members to voice their opinions in an orderly manner so that everyone in the meeting can hear and be heard. The following tips and reminders will help chairpersons run a successful and productive meeting without being run over or running over others.

- Follow the agenda to keep the group moving toward its goals.
- Let the group do its work don't over-command.
- Control the flow of the meeting by recognizing members who ask to speak.
- Let all members speak once before allowing anyone to speak a second time.
- When discussions get off-track, gently guide the group back to the agenda.
- Model courtesy and respect and insist that others do the same.
- Help to develop the board's skills in the parliamentary procedure by properly using motions and points of order.
- Encourage members to present motions positively rather than negatively.
- Give each speaker your undivided attention.
- Keep an emotional pulse on the discussions.
- Allow a consensus to have the final authority of the group.

Furthering Your Board's Knowledge of Robert's Rules of Order

All board members should be familiar with Robert's Rules of Order, which they can find <u>online</u> and in bookstores, and this Robert's Rules of Order cheat sheet for 2023 is a handy resource for your board and all new members.

Now that we've covered the basics, a deeper understanding of Robert's Rules is essential. The next step is to learn how to handle abstentions for a more streamlined board procedure. In our article, <u>the six</u> reasons why nonprofit board members abstain, we discuss this topic in length.

Robert's Rules of Order for meetings is an informative and fascinating topic. The more board members learn about how to use Robert's Rules, the more effectively they will govern, and effective governance is the hallmark of a quality board.

Introduction to Robert's Rules of Order

Motions

Motions:

A motion is a proposal that the entire membership take action or a stand on an issue. Individual members can:

- 1. Call to order.
- 2. Move a motion.
- 3. Second a motion.
- 4. Debate motions.
- 5. Vote on motions.

Basic Types of Motions:

Main Motions introduce items to the membership for their consideration. They cannot be made when any other motion is on the floor, and yield to privileged, subsidiary, and incidental motions.

Subsidiary Motions change or affect how a main motion is handled, and are voted on before a main motion.

Privileged Motions bring up urgent items about special or important matters unrelated to pending business.

Incidental Motions provide a means of questioning procedure concerning other motions and have priority.

Presenting Motions:

- 1. Obtaining the floor
 - a. Wait until the last speaker has finished.
 - b. Rise and address the Chairman by saying, "Mr. Chairman, or Mr. President."
 - c. Wait until the Chairman recognizes you.
- 2. Make Your Motion
 - a. Speak in a clear and concise manner.
 - b. Always state a motion affirmatively. Say, "I move that we ..." rather than, "I move that we do not ...".
 - c. Avoid personalities and stay on your subject.
- 3. Wait for Someone to Second Your Motion
- 4. Another member will second your motion or the Chairman will call for a second.
- 5. If there is no second to your motion it is lost.
- 6. The Chairman States Your Motion
 - a. The Chairman will say, "it has been moved and seconded that we ..." Thus placing your motion before the membership for consideration and action.
 - b. The membership then either debates your motion, or may move directly to a vote.

- c. Once your motion is presented to the membership by the chairman it becomes "assembly property", and cannot be changed by you without the consent of the members.
- 7. Expanding on Your Motion
 - a. The time for you to speak in favor of your motion is at this point in time, rather than at the time you present it.
 - b. The mover is always allowed to speak first.
 - c. All comments and debate must be directed to the chairman.
 - d. Keep to the time limit for speaking that has been established.
 - e. The mover may speak again only after other speakers are finished, unless called upon by the Chairman.
- 8. Putting the Question to the Membership
 - a. The Chairman asks, "Are you ready to vote on the question?"
 - b. If there is no more discussion, a vote is taken.
 - c. On a motion to move the previous question may be adapted.

Voting on a Motion:

The method of vote on any motion depends on the situation and the by-laws of policy of your organization. There are five methods used to vote by most organizations, they are:

- 1. By Voice -- The Chairman asks those in favor to say, "aye", those opposed to say "no". Any member may move for a exact count.
- 2. By Roll Call -- Each member answers "yes" or "no" as his name is called. This method is used when a record of each person's vote is required.
- 3. By General Consent -- When a motion is not likely to be opposed, the Chairman says, "if there is no objection ..." The membership shows agreement by their silence, however if one member says, "I object," the item must be put to a vote.
- 4. By Division -- This is a slight verification of a voice vote. It does not require a count unless the chairman so desires. Members raise their hands or stand.
- 5. By Ballot -- Members write their vote on a slip of paper, this method is used when secrecy is desired.

There are two other motions that are commonly used that relate to voting.

- 1. Motion to Table -- This motion is often used in the attempt to "kill" a motion. The option is always present, however, to "take from the table", for reconsideration by the membership.
- 2. Motion to Postpone Indefinitely -- This is often used as a means of parliamentary strategy and allows opponents of motion to test their strength without an actual vote being taken. Also, debate is once again open on the main motion.

Parliamentary Procedure is the best way to get things done at your meetings. But, it will only work if you use it properly.

- 1. Allow motions that are in order.
- 2. Have members obtain the floor properly.
- 3. Speak clearly and concisely.
- 4. Obey the rules of debate.

Robert's Rule of Order: 6 Reasons Why Board Members Abstain

July 14, 2023 Written by <u>Toni Hoy</u>

Procedures are fundamental when it comes to <u>nonprofit voting</u>, and Robert's Rules for voting abstentions ensures boards count votes accurately. Handling abstentions correctly reduces the chance that a vote could be challenged or dismissed.

An abstention sends a passive message to the other board members even when a board member has a valid reason for abstaining.

To improve your understanding of abstentions, this article outlines the following topics:

- What is an abstention?
- Abstentions according to Robert's Rules of Order
- Reasons for nonprofit board members to abstain from a vote
- How to abstain from a vote
- How to record an abstention in nonprofit board meeting minutes
- Abstaining vs. recusing: what's the difference
- Tips for handling abstentions

What Is an Abstention?

Simply put, an abstention refers to the decision by a board member (or member of another body) to not vote. Abstention doesn't mean the board member is in favor of or against a vote – it simply means the board member made a conscious decision to not vote.

Board members should always have a sound reason for not voting as they must serve the nonprofit's mission and act in its best interest.

Abstentions According to Robert's Rules of Order

<u>Robert's Rules of Order</u> explains the right way to do things when a board member is in doubt about voting rules. Usually, the bylaws for nonprofit boards will specify whether the issues will pass according to a simple majority or a two-thirds vote.

According to <u>Robert's Rules</u>, abstention votes don't count as a "yea" or "nay." As a rule, abstentions don't count and do not affect the outcome of the vote.

What about a case where there are abstentions on a unanimous vote? Robert's Rules doesn't define the term unanimous vote, so an abstention in this situation could be left open to the board's interpretation.

The Robert's Rules of Order Cheat Sheet is <u>available in a downloadable format here</u>. Print or download this to keep at your fingertips for running even more effective board meetings.

6 Reasons for Nonprofit Board Members to Abstain from a Vote

<u>Voting is a duty</u> and a privilege, so why would a board member want to abstain from a vote? Depending on the situation, it may be appropriate for a board member to abstain from voting. Also, board members may have their own reasons for not voting on a matter.

Here are 6 reasons a board member may choose not to vote:

1. Conflict of Interest

A conflict of interest exists when a board member serves to benefit from certain actions or decisions they make as a member of the board. Such a situation could cloud a board member's judgment when voting and harm the nonprofit.

Most nonprofits have a conflict of interest policy that clearly outlines how the board should handle actual conflicts of interest and potential or perceived conflicts of interest. Your board management system gives board members continual access to your conflict of interest policy as well as all other board policies.

2. Fear of Having a Lone or Minority Opinion

Being the odd person out is hard when all other board members share differing opinions. Peer pressure and groupthink can cause a board member to vote the same as other board members even when they want to oppose an issue.

By abstaining from voting, a board member could avoid having to reveal they have a dissenting opinion.

3. Disagreeing with Other Board Members

A board member may have openly or forcefully disagreed with another board member during meetings causing them to be at odds with one or more board members. By abstaining from a vote, a board member may avoid creating additional discord within the board.

Nonetheless, board members must present their opinions to the board and actively engage in board discussions as diverse perspectives set the stage for good decision-making. Board discussions where there are differing opinions should be recorded and held for safekeeping on your board management system.

4. Internal Conflict on an Issue

Each person's culture and experiences help them to form opinions about issues. Facts, along with varying opinions sometimes sways a board member's opinion which may cause an internal conflict with other issues in their lives. Also, board members may be on the fence about an issue causing uncertainty about making a responsible vote.

5. Lack of Sufficient Information

Certain board members may feel the board hasn't done its due diligence on researching a matter they've been asked to vote on. A board member who requests delaying a vote on an issue until the board has received further information could be overruled by the rest of the board.

In this case, the board member asking for more information may opt to abstain from the vote as a matter of principle. As a matter of convenience, boards and committees can keep research on various topics in their board management systems to make the information accessible around the clock.

6. Lack of Focus on Board Activities

Board members have various reasons for wanting to serve on a nonprofit board, and some of them may have to do with personal reasons such as boosting their resumes and gaining experience. There's nothing wrong with that, yet board members must have the time and willingness to engage in board meetings and other board activities.

Board members who lose the focus of the nonprofit's mission may not engage in the board's work as they should. As a result, the lack of involvement in board activities may motivate a board member to refuse to vote rather than vote irresponsibly.

How to Abstain from a Vote

There are a few ways to abstain from a board vote.

Active abstention refers to a board member who verbally and clearly states their intention not to vote on a motion.

By contrast, passive abstention refers to veiling the decision not to vote. A board member might decide to cast an invalid vote by voting for an option that isn't listed on the ballot or clicking the box marked "abstain."

Abstaining can also refer to a board member who doesn't show up to vote at all.

How to Record an Abstention in Nonprofit Board Meeting Minutes

Abstentions may or may not be recorded in board meeting minutes, depending on the board's preference.

If your board chooses to record abstentions, you can record them one of three ways:

- 1. Record votes as pass or fail and add the names of abstainers and the reason for the abstention (conflict of interest, etc.).
- 2. Record votes as pass or fail with numbers (For example, the motion passed with 6 votes in favor, 2 against, and 1 abstention).
- 3. Record a roll call vote with each board member's vote and yea/nay or aye/no after it or abstention with the reason. Note whether the motion passed or failed.

Abstaining vs. Recusing: What's the Difference?

Some boards use the terms abstention and recusal interchangeably, yet they have different meanings. Abstention refers to withholding a vote. By contrast, recusal refers to board members who remove themselves from a particular matter, especially regarding a conflict of interest.

It's a bit of a technicality, although, you could think of abstention as deciding not to vote on a particular matter. In contrast, recusal refers to withdrawing from the entire matter.

A Robert's Rules <u>cheat sheet</u> can answer common questions about the rules for abstention and <u>parliamentary procedure</u> to help streamline meetings.

Tips for Handling Abstentions

Any board member can voice their concerns about how votes are being taken during a board meeting. Board members have a responsibility to do so if they don't believe a vote was recorded correctly.

A question that often surfaces is whether the board chair should verbally ask if there are any abstentions. Governance experts generally suggest that board chairs should not ask if there are any abstentions. Here is why. Board members must vote on important matters, but the board can't require them to vote if they don't want to.

Suppose the board chair asks them to state whether they voted. In that case, it's like asking them to make a record of a voting decision they never intended to be on the record at all.

One exception is when the voting board members don't have enough members to meet the quorum requirements. By recording the number of abstentions, you can demonstrate that your board established a quorum before the vote took place.

Another issue that can come up is when trying to determine a majority. Robert's Rules defines a majority as those who are present and voting. Therefore, since abstainers aren't voting, they aren't counted as part of the majority.

Bylaws may define a majority differently and can complicate things even more. A majority may be based on the number of individuals present or the number of total members. If a majority is based on the number of total members, abstentions count as no-votes because the basis for the majority is a fixed number.

Nonprofit Board Members Have a Fiduciary Duty to Vote Responsibly

To wrap things up, voting is an essential part of your board's work, and <u>BoardEffect</u> offers board software to help you streamline your voting procedures and record abstentions, as well as provide a survey tool to poll board members on an issue before a vote takes place.