



WHERE
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LEADERS
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Board Responsibilities Playbook

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SIM Chapter Structure

SIM Chapters are authorized by, and should be operated in a manner consistent with, the Society for Information Management bylaws. Specifically:

ARTICLE VIII Chapters

Section 1. ELIGIBILITY FOR CHARTER. Any group of individuals, including one or more Society members, interested in the objectives of the Society, and who work or reside in any location of the world not now served by an existing Chapter, may petition the Policy Governance Board for a charter to form a Chapter. Upon review and recommendation by the Policy Governance Board, a charter may be granted to the Chapter.

Section 2. CHARTERED CHAPTER CONCEPT. Each Chapter shall be established by its members as a legal entity, separate and apart from the Society for all purposes, which shall govern itself and its activities to satisfy the special needs of its members. A Chapter shall not be deemed to be a subsidiary or division of the Society for any purpose. Chapters shall be organized and operated in a manner consistent with these bylaws and any other Society policies and procedures.

Section 3. CHAPTER GOVERNMENT. Each Chapter shall adopt its own governing instruments and bylaws, and shall establish its own governing body. Each Chapter shall be solely responsible for its debts and liabilities, and for fulfilling all requirements imposed by governmental authorities, including report and tax return requirements. Chapters shall not be responsible for the debts or liabilities of the Society, or for fulfilling requirements of the Society imposed by governmental authorities.

Section 4. CHAPTER REVOCATION. The Policy Governance Board shall have the right to revoke the charter of any Chapter if Chapter activities do not conform to the purpose and activities of the Society as set forth in these bylaws, or the Chapter becomes inactive as determined by the Board.

Section 5. REPORTS. The Policy Governance Board may establish a requirement from time to time upon Chapters to report such matters as, but not limited to, financial condition, membership, programs, policies and procedures. Such recurring or one time reports would be received by the Society's Secretary/Treasurer or its designee on behalf of the Policy Governance Board.

Section 6. MEMBERSHIP. Each Chapter member must be a member of the Society.

As such, each chapter is a separate legal entity, governed by its own organizing documents and a board of directors.

Governing Documents

The following documents govern nonprofit organizations, including SIM chapters, in the order in which they are listed below (i.e. the laws of the state take precedence, followed by Articles of Incorporation, Bylaws, etc.):

- Laws of the State where the organization is incorporated
- Articles of Incorporation
- Bylaws
- Policies & Procedures
- Parliamentary Procedure – Robert’s Rules of Order

A strategic plan and budget could also be considered governing documents to guide the organization.

Laws of the State where the organization is incorporated

Each chapter should be familiar with the Nonprofit Corporation Act of the state in which they are incorporated. In most states, the Department of State governs nonprofit organizations, so a search of the Department website should provide you with an electronic copy of your state’s Nonprofit Corporation Act.

State Nonprofit Corporation Acts will usually spell out how board members can be elected, how votes of the membership and board may be cast, how amendments to the governing documents can be made and other important requirements that chapters should be familiar with.

Articles of Incorporation

The articles of incorporation are the association’s framework. They take precedent over all other organization governing documents. They may be amended, but amendment is rare and usually requires a super-majority.

The law of the state where the association was founded will determine what needs to be in the founding document. [Click here](#) to find out the requirements for your state.

Bylaws

Bylaws explain how the association functions. State law will determine what can and should be in the bylaws. State law will also provide guidance when the bylaws are silent on a particular subject.

An association's bylaws should be reviewed every one to three years to ensure that the association is operating in compliance and to identify any needed or recommended changes. The bylaws themselves and state law will determine if and how they are amended.

In general, bylaws should be fairly concise, easy to understand, and readily available to the membership. They should be neither so specific as to require frequent amending, nor so vague as to create uncertainty. It is also recommended that associations consult legal counsel when establishing or amending bylaws documents.

Typical areas covered in bylaws documents include:

- Statement of purpose or mission.
- Forms/categories of membership and qualifications for each.
- Dues structures.
- Board structure, officer positions and their terms, duties, and powers, as well as procedures for filling unexpected officer vacancies.
- The role of the chief staff executive.
- Voting provisions and procedures.
- Special meeting criteria.
- Standing committees and their duties.
- Accounting, fiscal, and reporting procedures.
- Procedures for amending bylaws.
- Procedures for dissolution of the association.

Sample chapter bylaws can be found in the addendum.

Policies & Procedures

Policies express the wisdom of the board of directors for current and future leaders to follow the preferred methods for achieving the mission and decision making. They must be consistent with the bylaws and articles. All policies are adopted or amended as motions and recorded in board minutes. At least annually, policies should be transcribed from the board minutes into a policy manual.

Don't confuse *policies* with *procedures*. Policies result from board motions and are found in the minutes. Procedures are operational, usually apply to staff. Generally, the creation of a policy may result in several procedures to carry it out.

There are several policies that every nonprofit should have (because its best practice and because the IRS asks if you have them on the annual Form 990):

- Conflict of Interest Policy
 - Each board member required to complete an annual disclosure statement
 - Executive Committee should review the statements

- Document Retention Policy
 - Written mandatory document retention and periodic destruction policy
 - Policy covers electronic files, archiving and back-ups of system
- Whistleblower Policy
 - Provides protections for whistle-blowers and criminal penalties for actions taken in retaliation against whistle-blowers
 - Formal procedures for handling complaints and preventing retaliation

Sample copies of each can be found in the addendum.

In addition, to these important policies, a non-profit may have policies related to:

- | | |
|----------------------------|------------------------------|
| • Awards and scholarships | • Marketing/Publications/Web |
| • Board of Directors | • Meetings & Conventions |
| • Bylaws | • Membership |
| • Committees & Task Forces | • Operations |
| • Education & Seminars | • Personnel |
| • Finances | • Risk Management |
| • Government Affairs | |

If you don't have a policy manual, here are six easy steps to create one.

1. Determine the major categories in which to segment your policies (refer to the list above)
2. Make copies of the meeting minutes for the past five years and bind them. Find a volunteer (often a retired past officer with good recall, or the current elected secretary) who is willing to read the minutes.
3. Search for motions that translate into policy. For instance, "A motion was passed to distribute the financial reports on a monthly basis," would be a policy. A motion referring to the site of the next annual meeting, for example, would not be a policy.
4. Use a highlighter and a pen. Highlight every motion that reads as a policy. In the margin, indicate what category the policy fits within.
5. Give the binder of minutes to a typist and explain that only the highlighted phrases are to be typed, and then organized (cut and paste) by the categories indicated in the margins.
6. Have the document returned for final editing by the executive officers, rephrasing policies that are unclear, eliminating outdated or redundant policies.

Parliamentary Procedure – Roberts Rules of Order

Parliamentary procedure is intended to expedite the flow of business, to ensure that decisions are arrived at in an open and democratic manner, and to protect the rights of minorities to be heard. Many organizations use *Roberts Rules of Order*.

Every professional should have a basic knowledge of parliamentary procedure, both to participate in and to chair a meeting.

Chairing a meeting

- The chair must be seen to be firm, fair and impartial, allowing all points of view to be heard.
- It's the chair's responsibility to put an end to sidebar conversations that are both rude to the speaker who has the floor, and distracting from business.
- The chair has the responsibility of recognizing who has the floor.
 - It is desirable to alternate between proponents and opponents of a particular point of view if possible.
 - The person who made the motion should be given the right to speak first.
 - Members who have not spoken should have priority over those who have already addressed the body on the question.
 - It is also desirable to recognize a member who speaks infrequently over one who regularly holds forth.
 - Making sure everyone is heard, and all points brought out, while encouraging participants not to rehash the same thoughts, is a delicate balance.
- The chair should ensure that the question before the body is fully understood, and to bring out the full ramifications of the motion.
- The chair customarily does not engage in debate. The chair has the right to vote, though it is customary in most bodies that the chair only votes when doing so changes the outcome, that is, to break a tie or to create a tie and thus defeat the motion. Not engaging in debate or voting except for a tie preserves the sense that the chair is impartial.
- The chair makes rulings on parliamentary procedure. This is so even if there is a professional parliamentarian present to advise the chair. However, the body is the judge of its rules, and the chair's decision may be appealed and voted on by the assembly.

The business of a board is accomplished through motions. Motions have rank, that is, some take precedence over others. Most motions must be seconded, though the second does not need to be listed in the minutes.

A motion may be amended by another motion (first rank amendment), and the amendment may be amended (second rank), but the amendment to the amendment cannot be amended (third rank).

Below are the principle motions that are likely to arise, in order of precedence, and the preferred form. All of these motions require a second, and a majority vote, unless otherwise noted.

- *I move to adjourn.* A motion to adjourn, as the old quip goes, is always in order. This is not debatable, but the chair should note if there is unfinished business before the

vote. In less formal settings, the presiding officer may say, "There being no further business, the meeting is adjourned," without taking a vote.

- *I move to recess for (or until)...* A meeting can recess for lunch, to take a break, or until the next day. If the same meeting is to be continued, a motion to recess should be used, rather than a motion to adjourn. For short breaks or lunch, in informal settings, the chair usually just declares a recess, if there is no objection.
- *I move the main motion be postponed temporarily.* Used when you want to take something else up first.
- *I move to close debate (call the question) or I move to limit debate to* These motions require a two-thirds vote. Limiting debate should be used very sparingly. First, there may be additional facts or arguments the assembly needs to hear. Second, members who feel they have been denied the right to speak may either lose interest in participating, or retaliate, creating needless animosity.
- *I move to postpone until* This puts the question off to a later time, perhaps a later meeting.
- *I move to refer the motion to (a committee).* This can be used because more information or consideration is needed. However, it is also used sometimes to kill a motion.
- *I move to amend the motion (or the amendment) to.....* This is how you change a motion to improve it (or, sometimes to kill it!). It is the second most common motion members will make. Note that an amendment hostile to the intent of the main motion is in order.
- *I move to....* This is the way main motions are made, and the principle way of getting business done. This is the most common form of motion a member of a body will make. Example: I move to adopt the recommendations of the committee.
- *I appeal the decision of the chair.* This is a motion to challenge a parliamentary ruling of the presiding officer. This is not often used.
- Restorative motions may be made to *amend a previous action, reconsider a previous action or rescind a previous action* when no other motions are pending.

There are some "motions" that allow a member to interrupt a speaker or the chair. They do not require a second or a vote:

- *Point of privilege.* (Register a complaint, e.g., "Mr. President, there are side conversations and I cannot hear the speaker.")
- *Point of order.* (Enforce the rules, e.g., "Mr. President, that motion is out of order as there is already a motion on the floor.")
- *Parliamentary inquiry.* (Ask a parliamentary question, e.g., "Mr. President, is it in order to offer an amendment to the motion at this time?")

There is a Parliamentary Procedure cheat sheet in the addendum.

IRS Guidelines

SIM and its chapters are 501(c)(6) organizations. According to the Internal Revenue Service, a 501(c)(6) organization is a business league devoted to the improvement of business conditions of one or more lines of business. It is not engaged in any regular business typically carried on by for-profits. Trade associations and professional associations are considered to be business leagues. The mission of a 501(c)(6) organization must focus on the advancement of the conditions of a particular trade or the interests of the community.

A 501(c)(6) business league may further its exempt purposes through lobbying as its primary activity without jeopardizing its exempt status. A 501(c)(6) chapter that has a political action committee (PAC) or engages in PAC-like activities is required to disclose, in all its membership materials, the percentage of member dues devoted to such activities. At this time, SIM International is not engaging in lobbying activities.

Membership dues and contributions (including sponsorships) paid to a 501(c)(6) organization are not deductible as charitable donations, but rather can be deducted as a business expense.

A 501(c)(6) chapter is not eligible to receive charitable contributions. It is required to expressly and conspicuously disclose to donors in fund-raising solicitations (whether in written or printed form, by television, radio or telephone) that contributions to it are not deductible as charitable contributions for federal income tax purposes.

Information on one-time and annual IRS filing requirements can be found in the SIM Financial Responsibilities Playbook.

State Regulations

States regulate corporations. Depending on the state, nonprofits are usually regulated by the Department of State or the Department of Justice/Attorney General ([click here for a list of governing bodies by state](#)).

Any incorporated nonprofit organization must follow specific state laws. These laws form a structural and operational framework for organizations that want to benefit from the protection provided by incorporation.

Several states have adopted the [Model Nonprofit Corporation Act](#); either explicitly or borrowing provisions from the model legislation. This act declares the necessity for the organization to have a board; defines qualifications and standards of behavior for board members; and clarifies the minimum accepted structural elements for the board, including the size of the board, which officer positions should be in place, and how often the board must meet. The Revised Model Act has been adopted, in whole or in part, in Arkansas, Indiana, Mississippi, Montana, North Carolina, South Carolina, Tennessee, Washington and Wyoming. Georgia and Ohio have explicitly rejected the Revised Model Act. Nearly half the states, while not formally adopting the Act, follows the Act's application of the traditional duty of care on nonprofit directors, and possibly other aspects.

Another source of law governing nonprofit entities appears in the form of the [Uniform Unincorporated Nonprofit Association Act](#), which was approved by the National Conference of Commissioners on Uniform State Laws in 1996. Eleven states have adopted this uniform law, which serves as a complement to the model act. This Act reforms the common law concerning unincorporated nonprofit associations in three basic areas: authority to acquire, hold, and transfer property, especially real property; authority to sue and be sued as an entity; and contract and tort liability of officers and members of the association. The UUNAA was drafted with the small informal associations in mind. These informal organizations are likely to have no legal advice and so fail to consider legal and organization questions, including whether to incorporate. The Act provides better answers than the common law for a limited number of legal problems. Its answers are more in accord with the expectations of those participating in the work of the unincorporated nonprofit association than the common law.

Every corporation must file its articles of incorporation, which explain its respective authority levels and structure, with the state (see link above). This document should not be extremely detailed as any amendments result in a new filing and administrative expenses.

Most states require any nonprofit conducting business or fundraising within the state to register with the state. This also applies to organizations that are incorporated in one state but have activities or an office in another state. Annual filings allow the Secretary of State or the Department of Justice to monitor fundraising or other business activity in the state and serve as a tool for donors wishing to verify that a fundraising individual or event is associated with a legitimate organization.

Attorneys General (AG) have broad powers to sue and determine the fate of a nonprofit or its board that does not abide by laws or general ethical standards created for nonprofits. They have the duty to protect the public's interest in the charitable assets of a tax-exempt nonprofit. Complaints against a nonprofit should be directed to the office of the Attorney General but, unfortunately, most of these offices are short on funds and, by necessity, are obligated to triage their involvement. This usually means the AG will not act except in serious ethical or criminal type activities. Internal squabbles rarely get the AG's attention.

Counties and municipalities also may have special regulations and registration requirements that apply to nonprofits.

A nonprofit may require a liquor license if it sells alcohol at its events. Auctions and gaming activities are covered by specific laws — usually also at the state level. The nonprofit may seek the assistance of its city hall or chamber of commerce to determine which permissions are needed if theirs is not an outright clear case.

State and federal laws are not the only laws to which nonprofit organizations are subject. Government authorities of jurisdictions smaller than a state, such as counties and municipalities, can and do implement laws that may be stricter than their superior governments' laws. Such government authorities may require soliciting organizations and their paid contractors to register within the jurisdiction. This is in addition to registering with state and federal jurisdictions. Any soliciting organizations, wherever incorporated or located, that present charitable solicitations to residents of these intrastate jurisdictions may be subject to legal action by that jurisdiction's government authority if they don't adhere to the local law and its associated regulations.

Legal considerations

Public Access

Some of your governance documents must be available for anyone who requests a copy. These include the following documents:

- Form 990s for the past three years, including 990-EZ and 990-N
- Form 990-T, the filing of your unrelated business income taxes.
- Form 1023 (1024), your application for tax exemption, and other support documents filed with it.
- Your determination letter
- Board meetings and minutes if you fall under your state's open meeting laws.
- Your articles of incorporation are available for review where you filed them.
- Financial and other potential documents available to your members according to your state statutes.
- Your state may require other disclosures, so make sure you are familiar of the regulations that apply to your organization.

Sarbanes Oxley

The Sarbanes-Oxley Act was signed into law on July 30, 2002. It was passed in response to the corporate and accounting scandals of Enron, Tyco, and others. The law requires that publicly traded companies adhere to significant new governance standards that broaden board members' roles in overseeing financial transactions and auditing procedures.

Nonprofit leaders should look carefully at the provisions of Sarbanes-Oxley, as well as their state laws, and determine whether their organizations ought to voluntarily adopt governance best practices, even if not mandated by law. Two provisions of Sarbanes-Oxley apply to all entities, including nonprofit organizations.

Provisions that Specifically Apply to Nonprofits

- Whistleblower protection
- Document destruction

Provisions to Incorporate into Best Practices

- Independent audit
- Independent and competent Audit Committee
- Rotating auditors/audit firms
- Conflict of interest
- Disclosure

Avoiding Personal Liability

The most common reasons that board members get sued include:

- General mismanagement
- Violating Bylaws and Articles

- Insider transactions
- Lack of fair dealing with members
- Antitrust violations – unreasonably restraining competition
- Defamation
- Wrongful discharge
- Negligent investment of society funds
- Failure to protect association property
- Usurping a corporate opportunity
- Sale of assets below value
- Breach of contract
- Failure to supervise

As a volunteer of the organization, you have several protections against personal liability as long as you meet these three criteria:

- Not compensated
- Acting within scope of Board responsibility
- Not engaging in criminal or reckless misconduct

If you meet these criteria, you are protected from personal liability via the following instruments:

- D&O Insurance (policy covering the chapters is provided by SIM; see Financial Responsibilities Playbook for more information about coverage)
- General Liability Insurance (policy covering the chapters is provided by SIM; see Financial Responsibilities Playbook for more information about coverage)
- Indemnification provisions of your state Nonprofit Corporation Act and also possibly your chapter bylaws
 - Note: Indemnification, in this context, means that the corporation will reimburse a person for any expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with a *proceeding* (threatened, pending or completed, whether civil, criminal, administrative or investigative) against such person by reason of the fact such person is or was an agent of the corporation.
- Federal Volunteer Protection Act of 1997 (VPA)
 - Indemnifies volunteers if they act on behalf of organization with good judgment.
 - Does NOT cover any criminal activity, nor negligence.
 - Does not prohibit lawsuits.
 - Protects organization for up to the extent of the assets of the organization.
 - Does not eliminate the need for insurance!

Federal Volunteer Protection Act of 1997 (“VPA”)

Except as otherwise provided in the VPA, a volunteer shall not be liable for harm caused by an act or omission of the volunteer on behalf of the organization if:

- The volunteer was acting within the scope of the volunteer’s responsibilities in the organization or entity at the time of the act or omission;
- If appropriate or required, the volunteer was properly licensed, certified, or authorized by the appropriate authorities in the state for the activities taken;
- The harm was not caused by willful or criminal misconduct, gross negligence, reckless misconduct, or a conscious, flagrant indifference to the rights or safety of the individual harmed by the volunteer; and
- The harm was not caused by the volunteer operating a motor vehicle, vessel, aircraft or other vehicle requiring an operator’s license or insurance.

The limitations on the liability of a volunteer under the VPA shall not apply to misconduct that:

- Constitutes a crime of violence or act of international terrorism for which the defendant has been convicted;
- Constitutes a hate crime;
- Involves a sexual offense for which the defendant has been convicted;
- Involves misconduct for which the defendant has been found to have violated a federal or state civil rights law; or
- Where the defendant was under the influence of alcohol or any drug at the time of the misconduct.

States may also have laws to protect directors of nonprofit corporations. While the VPA preempts state laws to the extent that such laws are inconsistent with the VPA, it does not preempt state laws that provide additional protection to volunteers. Generally, however, directors should not rely upon these statutory protections as they often contain several exceptions, exclusions and qualifications, making it easy for a competent plaintiff’s attorney to plead around such protections.

Board roles & responsibilities

Board Orientation

All boards have the responsibility to properly orient new board members . . .

- To the board and board membership
 - Governing documents and policies
 - Core responsibilities
 - Job descriptions
 - Board & committee structure and practices
- To the organization
 - Its mission, vision and goals
 - Programs and services
 - Budget and financials
 - Staffing structure

Start the orientation with the election cycle by giving candidates background information on the board and the organization.

Hold the orientation before the first board meeting and encourage existing board members to attend in addition to the new board members.

SIM National will soon be providing an orientation presentation template that you can use and customize for your chapter.

Board Member Fiduciary Duties

Although you have responsibilities as a board member, you do not have individual authority to make organizational decisions. The board as a whole is responsible for decisions relating to the association regarding, for example, its mission, strategic plan, financial condition, compliance with the law and its oversight of the chief staff officer. However, the board's shared legal responsibilities depend on the individual actions of you and your fellow board members. Above all, you are expected to act for the good of the organization, not for your own personal benefit or the special interests of a subset of the industry.

The fiduciary duties reflect the board's obligation to protect and enhance the assets of the association. The fiduciary role includes the collective duties of the board as well as the legal obligations of individual board members.

Board members have three basic fiduciary duties to the organization:

1. Duty of Care
2. Duty of Loyalty
3. Duty of Obedience

Duty of Care

Meeting a director's duty of care generally requires acting in a reasonable and informed manner under the given circumstances. A common recitation of the standard of care, including in the Revised Model Act, is that which "an ordinarily prudent person in a like position would exercise under similar circumstances."

Keeping informed (and making reasonable inquiries when appropriate) is a key to meeting a director's duty of care. It may be prudent to consider the following activities as essential in that endeavor:

- Regularly attend board meetings.
- Assure that the directors receive adequate information before taking appropriate board action (e.g., by requesting materials and asking questions).
- Review the materials provided in connection with board meetings, particularly those used in reference to any contemplated board action.
- Be familiar with the organization, its legal structure, governing documents (e.g., articles of incorporation, bylaws), exempt purposes (as represented in its governing documents, exemption applications and marketing materials), activities, and key stakeholders (including, but not limited to, staff).
- Be familiar with general laws applicable to the organization (including those covered in the following Section B).

Exercising independent judgment is another key to meeting a director's duty of care. Voting with the majority without independent judgment about whether such action is in the corporation's best interest may be a breach of the duty. Caution must also be given to simply voting with a director who has purported expertise in an area relevant to the decision. While it may be prudent to give such expert's viewpoint strong weight, a director should consider other views before making an independent decision regarding the board action.

Confidentiality. A director should keep the corporation's private information confidential. In addition, a director should exercise reasonable diligence to keep such information confidential. Note that the strategic plans of a corporation may contain confidential information not meant to be disclosed to the general public lest some other person or entity be able to exploit the information to the disadvantage of the corporation.

Duty of Loyalty

Meeting a director's duty of loyalty generally requires acting in good faith and in the best interests of the corporation. The key to meeting this duty is to place the interests of the corporation before the director's own interests or the interests of another person or entity.

Conflict of interest. A conflict of interest exists when a director has a personal material interest in a proposed transaction to which the corporation may be a party. Conflicts of interest are neither unusual nor generally prohibited under state law. Indeed, transactions involving a conflict of interest may sometimes be in the best interest of the corporation. For example, it may be perfectly appropriate for a board to approve a transaction with a director in which the

director is providing the corporation with some good, service or facility at below market rates. From a legal perspective, it is the manner in which conflicts of interest (even ones that are favorable to the corporation) are handled by the director and the board that may determine whether the director’s duty of loyalty has been breached and whether the transaction may be rendered void. It should be noted, however, that transactions involving even a perceived conflict of interest may subject the interested director and the corporation to a serious loss in reputation. Accordingly, corporations should enter into such transactions cautiously where the directors believe that it could be viewed negatively if brought to light by the media. For all these reasons, a conflict of interest policy is highly recommended.

Duty of Obedience

This duty forbids acts outside the scope of corporate powers. The governing board of the organization must comply with state and federal law, and conform to the organization’s charter, articles of incorporation and bylaws.

Board Duty	Ways in Which you Can Fulfill This Duty
<p>The Duty of Care: The board and the board member’s obligation to be informed, to act in good faith, and to be diligent in making decisions.</p>	<ul style="list-style-type: none"> • Use your best judgement • Stay informed about the performance and health of your association • Prepare for and attend board and committee meetings • Ask good questions • Participate in discussions, deliberations and decisions • Make decisions based on sound information (including the subject matter expertise of professionals retained to advise the board) rather than opinions • Do not disclose confidential information about the association
<p>The Duty of Loyalty: The board and the board member’s obligation to be accountable by putting your personal interests aside for the greater good of the association.</p>	<ul style="list-style-type: none"> • Act on behalf of the good of your organization, not your personal or professional interests nor the interests of a special constituency • Comply with your association’s written conflict of interest policy regarding disclosure, avoidance, recusal and management of conflicts of interest • Make the interests of the association your primary focus and commitment in your board work
<p>The Duty of Obedience: The board and the board member’s obligation to comply with legal, regulatory, and reporting requirements and to serve as a guardian of your association’s mission.</p>	<ul style="list-style-type: none"> • Make decisions that conform to your association’s mission • Comply with applicable federal, state and local laws (e.g. filing tax forms, paying employment taxes and publicly disclosing selective information) • Adhere to your organization’s bylaws and other governing documents

Key Roles & Responsibilities of the Board

There are three key roles for the board: to set organizational direction, provide oversight, and ensure the necessary resources for the organization.

Each of the key roles has associated with it a series of specific board responsibilities.

- Set Organizational Direction
 - Determine organization's mission
 - Set the vision for the future
 - Establish organizational values
 - Set major goals and develop strategies
 - Organizing the board's structure and agenda to conduct its business in light of the association's strategic priorities

- Provide Oversight
 - Oversee financial management
 - Minimize exposure to risk
 - Monitor and evaluate programs and services
 - Enhance the organization's public standing at every available opportunity
 - Ensure legal and ethical integrity and maintain accountability
 - Establish nominations and election practices that attract the best and brightest to board service
 - Provide thorough orientation for new board members and ongoing education for all board members
 - Selecting and supporting the chapter administrator
 - Evaluate the staff and itself (annually)

- Ensure Necessary Resources to Achieve Objectives
 - Ensuring that human resources and risk management policies and practices are in place to protect the well-being, safety and development of staff, volunteers, members and other key stakeholders
 - Recruit and orient new board members
 - Ensure organizational planning and goal setting
 - Manage the organization's resources
 - Determine, monitor and strengthen programs and services for members
 - Assess and measure organizational performance
 - Ensuring that current revenue sources are stable in the near term and sustainable for the long term
 - Making certain that income is properly managed and financial statements are accurate, intelligible, and timely

- Engage in Outreach

- Deploying board members as ambassadors who communicate the association's mission and activities to different constituencies
- Understanding, interpreting and communicating the diverse needs and perspectives of the association's members in a manner that will inform the board's decisions
- Defining the association's position on public policies and serving as advocates when asked to do so
- Serving as buffers to protect the association from intrusions from special interests, regulatory initiatives or unethical behavior that violate the association's mission or values

Ten Basic Responsibilities of Nonprofit Boards

Richard T. Ingram, in a publication for BoardSource (2009) by the same name (2nd edition), outlines ten basic responsibilities of nonprofit boards:

1. Determine mission and purpose. It is the board's responsibility to create and review a statement of mission and purpose that articulates the organization's goals, means, and primary constituents served.
2. Select the chief executive (or in the chapter's case, a chapter administrator). Boards must reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. Support and evaluate the chief executive (or chapter administrator). The board should ensure that the chief executive has the moral and professional support he or she needs to further the goals of the organization.
4. Ensure effective planning. Boards must actively participate in an overall planning process and assist in implementing and monitoring the plan's goals.
5. Monitor, and strengthen programs and services. The board's responsibility is to determine which programs are consistent with the organization's mission and monitor their effectiveness.
6. Ensure adequate financial resources. One of the board's foremost responsibilities is to secure adequate resources for the organization to fulfill its mission.
7. Protect assets and provide proper financial oversight. The board must assist in developing the annual budget and ensuring that proper financial controls are in place.
8. Build a competent board. All boards have a responsibility to articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
9. Ensure legal and ethical integrity. The board is ultimately responsible for adherence to legal standards and ethical norms.
10. Enhance the organization's public standing. The board should clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community.

Individual Board Member Responsibilities

As individuals, board members have certain responsibilities, namely to:

- Participate . . .
 - In the governance of the organization (come to meetings prepared and with homework/tasks completed)
 - In association events and programs
 - In volunteer services outside of board work

- Recruit . . .
 - Participants to revenue generating projects/programs
 - New volunteer leaders
 - New members and sponsors

- Represent . . .
 - The organization in a legal and ethical manner
 - The organization's brand image positively to the public

Board Member Agreement

Having all board members sign an agreement on an annual basis (in conjunction with orientation) will provide clarity regarding the responsibilities, expectations and consequences of serving on the board. Here is a sample agreement that you can adapt for your chapter:

Board Member Agreement

As a board member of the SIM _____ Chapter, I am fully committed and dedicated to the mission and have pledged to carry out this mission. I understand that my duties and responsibilities include the following:

1. I am fiscally responsible, with other board members, for this organization. I will know what our budget is and take an active part in reviewing, approving, and monitoring the budget and fundraising to meet it.
2. I am legally responsible, along with other board members, for this organization.
3. I am responsible to know and oversee the implementation of policies and programs.
4. I accept the bylaws and operating principles manual and understand that I am morally responsible for the health and well-being of this organization.
1. I will give what is for me a substantial financial donation. I may give this as a one time donation each year, or I may pledge to give a certain amount several times during the year.
2. I will actively engage in fundraising for this organization in whatever ways are best suited for me. These may include individual solicitation, undertaking special events,

writing mail appeals, and the like. I am making a good-faith agreement to do my best and to raise as much money as I can.

3. I will actively promote SIM _____, encourage and support its staff, and work in concert with the board.
4. I will attend board meetings, be available for phone consultation, and serve on at least one committee. If I am not able to meet my obligations as a board member, I will offer my resignation.
5. In signing this document, I understand that no quotas are being set, and that no rigid standards of measurement and achievement are being formed. Every board member is making a statement of faith about every other board member. We trust each other to carry out the above agreements to the best of our ability.

Signed _____ Date _____



**BYLAWS
Of
(NAME OF CHAPTER)
CHAPTER OF THE
(NAME OF NATIONAL ASSOCIATION)**

Article I – General

1. **Name.** The name of this organization is (NAME OF CHAPTER), hereinafter called the “Chapter.” The Chapter functions as a regional division of the (NAME OF NATIONAL ASSOCIATION), hereinafter called the “Association.”
2. **Territory and Location.** The Chapter will operate and serve members within the territory approved by the Association, and its Principal Office will be located in such place as determined by the Chapter’s Board of Directors.
3. **Purposes.** The Chapter shall (INSERT PURPOSE OF THE ASSOCIATION), in accordance with the Association’s objectives. Further, the Chapter will support and adhere to the objectives, code of ethics, and other standards established by the Association.
4. **Restrictions.** All policies and activities of the Chapter are consistent with:
 - (a) applicable federal, state and local antitrust, trade regulation or other requirements; and
 - (b) applicable to tax-exemption requirements imposed on the Association, including the requirements that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Article II – Membership

1. **Membership Eligibility.**
 - (a) Membership in the Chapter is limited to individuals in good standing of the Association who are in compliance with the Association’s rules and regulations and who have paid membership dues to the Chapter.
 - (b) Revocation or suspension of membership by the Association shall automatically constitute revocation or suspension of membership in the Chapter.
2. **Regular Membership.** Regular voting membership is limited to qualified individuals who pay applicable dues established by the Board of Directors.
3. **Resignation.** A member may resign by submitting a written resignation; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.
4. **Expulsion.** A member is automatically expelled without action of the Board of Directors for failure to pay applicable dues for more than ____ days, or failure to meet the eligibility requirements for membership. A

member may be expelled by the Board of Directors for other reasons if the member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

Article III – Membership Meetings and Voting

1. **Membership Meetings.** Meetings of the membership are held at least ____ time(s) per year, at times and places determined by the Board of Directors.
2. **Notice.** Notice of membership meetings is provided to voting members at least 10 days before the meetings by postal or other delivery, facsimile, e-mail, or any other electronic means.
3. **Voting.** Whenever the members must vote on a matter under these Bylaws or otherwise, this section will apply. Voting at membership meetings may be in person or by proxy with each voting member having a single vote. A majority of the members voting in person or by proxy where a quorum is present carries an action. Members may vote without a meeting in elections or on any matter presented by the Board of Directors where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. A quorum for membership voting is ____ percent of the voting members.

Article IV – Officers

1. **Officers.** Officers of the Chapter shall be a President, Secretary, Treasurer, and any other Officers as determined by the Board of Directors. The Board of Directors shall define the roles and obligations of each Officer. The offices of Secretary and Treasurer may be combined and held by the same person at the discretion of the Board of Directors. However, the office of President shall not be held by the same person who holds the office of Secretary or Treasurer (or both).
2. **Composition and Election.** Officers of the Chapter must be at least 21 years of age and members in good standing of the Chapter. Officers are elected by a majority of the members voting where a quorum is present; the Board of Directors sets forth the procedures for how candidates are nominated and elected.
3. **Terms.** Officer terms shall be either one or two years in duration, as determined by the Board of Directors in advance of such terms being served. An Officer may not serve a successive term in the same office unless the Officer served a partial-year term in that office in the prior year. Terms coincide with the fiscal year.
4. **Vacancies.** Vacancies among the Officers are filled, for the balance of the term of office, by the Board of Directors.
5. **Removal or Resignation.** An Officer may be removed by (a) two-thirds of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors, with the Officer proposed to be removed not voting. If the Officer proposed to be removed is provided with advance written notice, including the reason for the proposed removal, the Officer must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision. An Officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an Officer automatically results in that person's removal or resignation from the Board of Directors.
6. **Compensation.** Officers do not receive compensation for their services but may be reimbursed for expenses.

Article V – Board of Directors

1. **Directors.** The affairs of the Chapter are managed by its Board of Directors. It is the Board of Directors' duty to carry out the objectives and purposes of the Chapter, and to this end the Board of Directors may exercise all powers of the Chapter. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws.
2. **Composition and Election.** The Board of Directors is composed of the elected Officers of the Chapter and any additional Directors elected by the membership. Directors must be at least 21 years of age and members in good standing of the Chapter. Directors are elected by a majority of the members voting where a quorum is present; the Board of Directors sets forth the procedures for how candidates are nominated and elected.

3. Terms. Director terms shall be one year in duration. Directors may serve successive terms. Terms coincide with the fiscal year.
4. Vacancies. Vacancies among Directors are filled, for the balance of the term, by the Board of Directors.
5. Meetings and Voting. Whenever the Directors must vote on a matter under these Bylaws or otherwise, this section will apply.
 - (a) Meetings of the Board of Directors are called by the Chairman. Meetings may be held telephonically or electronically as long as each Director can hear the others.
 - (b) A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present. Proxy voting by Directors is not permitted.
 - (c) Directors may vote without a meeting on any matter where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. An action taken by such a vote is memorialized by a written consent, which is signed by all Directors who voted in support of the action, and describes the action taken and authorized.
6. Removal. A Director may be removed by (a) two-thirds of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors, with the Director proposed to be removed not voting. If the Director proposed to be removed is provided with advance written notice including the reason for the proposed removal, the Director must have an opportunity to contest the proposed removal in writing or in person, and final written notice of the removal decision. A Director may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as a Director, where such person is also an Officer of the Chapter, automatically results in that person's removal or resignation as an Officer.
7. Compensation. Directors do not receive compensation for their services but may be reimbursed for expenses.

Article VI – Committees

The Board of Directors may establish various committees to carry on the affairs of the Chapter. The creation of a committee shall be approved by a majority of the Directors voting where a quorum is present. The composition of each committee and manner of election of its members shall be determined by the Board of Directors. The rules in these Bylaws governing the Board of Directors also apply to committees of the Board of Directors. A committee may be given the authority of the Board of Directors.

Article VII – Miscellaneous

1. Charter. The Chapter, its Officers, Directors, and agents must conform with and maintain its charter and all Chapter affiliation requirements imposed by the Association.
2. Books and Records. The Chapter must keep books and records of its financial accounts, meeting minutes, and membership list (with names and addresses) at its Principal Office. The Chapter will make those books and records available to the Association at any time.
3. Fiscal Year. The fiscal year of the Chapter is the calendar year.
4. Annual Report to the Association. The Chapter will submit an Annual Report to the Association by _____ of each year, which includes _____, and any other document or report required by the Association.
5. Contracts. The Board of Directors may authorize any Director, Officer, agent or employee, to enter into or execute any contract on behalf of the Chapter. However, without such authorization, no person has the power or authority to bind the Chapter under any contract or agreement, to pledge the Chapter's credit, or to render the Chapter liable for any purpose or amount.
6. Conflict-of-Interest Policy. The Board of Directors shall adopt a conflict-of-interest policy and annual disclosure process that applies to all Officers and Directors of the Chapter.

7. Amendments. Amendments to these Bylaws are made by (a) a majority of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors.

8. Assets of Chapter and Dissolution. No member of the Chapter has any right, title, or interest in or to the Chapter's assets. Should the Chapter liquidate, dissolve or terminate in any way, all assets remaining after paying the Chapter's debts and obligations must be transferred from the Chapter's bank account to the Association (as such assets are at all times the property of the Association). In no event may any assets inure to the benefit of or be distributed to any member, Director, Officer, or employee of the Chapter.

Disclaimer ¶

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SOCIETY FOR INFORMATION MANAGEMENT

Conflict of Interest Policy

Article I
Purpose

The purpose of the conflict of interest policy is to protect the interests of this organization, The Society for Information Management (the "Organization"), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to professional association organizations.

Article II
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

- a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. The remaining board or committee members shall decide if a conflict of interest exists.
- c. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.

I hereby confirm that I have read and agree to act in accordance with all the points of this policy.

Name

Date

Records Retention Policy

1. Statement of Policy:

The Society for Information Management (SIM) is a non-profit organization that prides itself on its adherence to federal, state, and local laws and/or regulations, including document retention. As such, even though it is not obligated to do so, SIM has decided to voluntarily adopt a Document Retention policy. This Document Retention Policy is adopted to insure that documents generated by, or in the possession of, SIM, are properly maintained as long as they serve a function for achieving SIM's purpose, and to comply with laws or regulations.

2. Retention of Documents:

Documents should be retained for as long as they serve a useful purpose for SIM, or as required by law or regulations, whichever is longer. Included is a listing of retention periods for documents that may be generated by SIM. Documents of the types listed shall be retained for the period indicated. In addition, any documents which may be relevant to any pending or threatened litigation or governmental investigation shall be retained during the course of such litigation or investigation, or until it is definitively determined that they are not relevant.

3. Destruction of Documents:

Documents shall be destroyed in the ordinary course of business when they are no longer subject to retention in accordance with paragraph 2 of this policy. No documents shall be subject to destruction which may be relevant to any pending or threatened litigation or governmental investigation. Any questions as to the relevancy of documents to pending or threatened litigation or governmental litigation shall be decided by the President and/or Executive Director of SIM.

4. Conflict of Laws:

Other state or federal laws or regulations relating to retention or destruction of Documents shall apply where the provisions of those laws or regulations are more stringent than this Document Retention Policy.

An asterisk (“”) following a number signifies that the retention period begins after final payment, settlement expiration, termination, sale, etc.

RECORD RETENTION SCHEDULE

<u>TYPE OF RECORD</u>	<u>RETENTION PERIOD</u>
<u>Accounting</u>	
Accounts receivable reports	7 years
Accounts payable reports	7 years
Auditors' reports/work papers	Permanent
Bank deposit slips	7 years
Bank statements, reconciliations	7 years
Budgets	7 years
Cancelled checks	7 years
Cash disbursements journal	Permanent
Cash receipts journal	Permanent
Depreciation records	Permanent
Employee expense reports	7 years
Volunteer expense reports	7 years
Independent contractor expense reports	7 years
Employee payroll records (W-2, W-4, annual earnings records, etc.)	7 years
Financial statements (annual)	7 years
Financial statements (interim/internal)	7 years
General journal or ledger	Permanent
Invoices	7 years
Payroll journal	7 years
Petty cash vouchers	7 years

An asterisk (“”) following a number signifies that the retention period begins after final payment, settlement expiration, termination, sale, etc.

Record Retention Schedule

TYPE OF RECORD

RETENTION PERIOD

Corporate Records

Annual Report (State of Illinois)	Permanent
Constitution	Permanent
Bylaws	Permanent
IRS Determination Letter	Permanent
Contracts	7 years
Meeting Minutes	Permanent
Qualifications to do business	Permanent

Insurance

Accident reports	7 years
Insurance claims	7 years
Insurance policies	Permanent

Miscellaneous Legal

Claims and litigation files	7 years
Copyright, patent and trademark registrations	Permanent

Personnel

Applications	1 year
Employee earnings/payroll records	7 years
Employee files	Permanent

An asterisk (“”) following a number signifies that the retention period begins after final payment, settlement expiration, termination, sale, etc.

Record Retention Schedule

<u>TYPE OF RECORD</u>	<u>RETENTION PERIOD</u>
Employee pension records, including service, eligibility, personal information, pensions paid	Permanent
Employment contracts	7 years
Garnishments	7 years
Government reports	7 years
Pension, profit-sharing plans	Permanent
Time cards/sheets	7 years
<u>Taxes</u>	
Income tax returns and cancelled checks (federal, state and local)	Permanent
Payroll tax returns	Permanent
Sales and use tax returns	Permanent
<u>General</u>	
Supporting correspondence and notes re patents, copyrights, licenses, agreements, bills of sale, permits, liabilities, etc.	Permanent

An asterisk (“”) following a number signifies that the retention period begins after final payment, settlement expiration, termination, sale, etc.

Whistleblower Protection Policy

The Society for Information Management (SIM) prides itself on its adherence to federal, state, and local laws and/or regulations, including business ethics policies. As such, even though it is not obligated to do so, SIM has decided to voluntarily adopt a whistleblower protection policy. Pursuant to this policy, any volunteer or staff member who becomes aware of any violation of federal, state, or local law or regulation, including any financial wrongdoing, should immediately report the violation to the Executive Director to allow SIM to investigate and, if applicable, correct the situation or condition.

If the Executive Director is involved or is believed to be involved in the matter being reported, employees may, in the alternative, make a report to SIM's legal counsel. SIM will conduct an investigation and take appropriate action within a reasonable period of time. Such complaints will be held in confidence to the extent the needs of the investigation permit.

“Financial wrongdoing” may include, but is not limited to:

- questionable accounting practices;
- fraud or deliberate error in financial statements or recordkeeping;
- deficiencies of internal accounting controls;
- misrepresentations to company officers or the accounting department (including deviation from full reporting of financial conditions).

If any staff member reports in good faith what the staff member believes to be a violation of the law and/or financial wrongdoing to SIM, its legal counsel, or to a federal, state, or local agency or assists in an investigation concerning financial wrongdoing, it is SIM's policy that there will be no retaliation taken against the staff member.

Staff members are reminded of the importance of keeping financial matters confidential. Staff members with questions concerning the confidentiality or appropriateness of disclosure of particular information should contact the Executive Director.

ROBERTS RULES CHEAT SHEET

To:	You say:	Interrupt Speaker	Second Needed	Debatable	Amendable	Vote Needed
Adjourn	"I move that we adjourn"	No	Yes	No	No	Majority
Recess	"I move that we recess until..."	No	Yes	No	Yes	Majority
Complain about noise, room temp., etc.	"Point of privilege"	Yes	No	No	No	Chair Decides
Suspend further consideration of something	"I move that we table it"	No	Yes	No	No	Majority
End debate	"I move the previous question"	No	Yes	No	No	2/3
Postpone consideration of something	"I move we postpone this matter until..."	No	Yes	Yes	Yes	Majority
Amend a motion	"I move that this motion be amended by..."	No	Yes	Yes	Yes	Majority
Introduce business (a primary motion)	"I move that..."	No	Yes	Yes	Yes	Majority

The above listed motions and points are listed in established order of precedence. When any one of them is pending, you may not introduce another that is listed below, but you may introduce another that is listed above it.

To:	You say:	Interrupt Speaker	Second Needed	Debatable	Amendable	Vote Needed
Object to procedure or personal affront	"Point of order"	Yes	No	No	No	Chair decides
Request information	"Point of information"	Yes	No	No	No	None
Ask for vote by actual count to verify voice vote	"I call for a division of the house"	Must be done before new motion	No	No	No	None unless someone objects
Object to considering some undiplomatic or improper matter	"I object to consideration of this question"	Yes	No	No	No	2/3
Take up matter previously tabled	"I move we take from the table..."	Yes	Yes	No	No	Majority
Reconsider something already disposed of	"I move we now (or later) reconsider our action relative to..."	Yes	Yes	Only if original motion was debatable	No	Majority
Consider something out of its scheduled order	"I move we suspend the rules and consider..."	No	Yes	No	No	2/3
Vote on a ruling by the Chair	"I appeal the Chair's decision"	Yes	Yes	Yes	No	Majority

The motions, points and proposals listed above have no established order of preference; any of them may be introduced at any time except when meeting is considering one of the top three matters listed from the first chart (Motion to Adjourn, Recess or Point of Privilege).

PROCEDURE FOR HANDLING A MAIN MOTION

NOTE: Nothing goes to discussion without a motion being on the floor.

Obtaining and assigning the floor

A member raises hand when no one else has the floor

- The chair recognizes the member by name

How the Motion is Brought Before the Assembly

- The member makes the motion: *I move that (or "to") ...* and resumes his seat.
- Another member seconds the motion: *I second the motion* or *I second it* or *second*.
- The chair states the motion: *It is moved and seconded that ... Are you ready for the question?*

Consideration of the Motion

1. Members can debate the motion.
2. Before speaking in debate, members obtain the floor.
3. The maker of the motion has first right to the floor if he claims it properly
4. Debate must be confined to the merits of the motion.
5. Debate can be closed only by order of the assembly (2/3 vote) or by the chair if no one seeks the floor for further debate.

The chair puts the motion to a vote

1. The chair asks: *Are you ready for the question?* If no one rises to claim the floor, the chair proceeds to take the vote.
2. The chair says: *The question is on the adoption of the motion that ... As many as are in favor, say 'Aye'.* (Pause for response.) *Those opposed, say 'Nay'.* (Pause for response.) *Those abstained please say 'Aye'.*

The chair announces the result of the vote.

1. *The ayes have it, the motion carries, and ...* (indicating the effect of the vote) or
2. *The nays have it and the motion fails*

WHEN DEBATING YOUR MOTIONS

1. Listen to the other side
2. Focus on issues, not personalities
3. Avoid questioning motives
4. Be polite

HOW TO ACCOMPLISH WHAT YOU WANT TO DO IN MEETINGS

MAIN MOTION

You want to propose a new idea or action for the group.

- After recognition, make a main motion.
- Member: "Madame Chairman, I move that _____."

AMENDING A MOTION

You want to change some of the wording that is being discussed.

- After recognition, "Madame Chairman, I move that the motion be amended by adding the following words _____."
- After recognition, "Madame Chairman, I move that the motion be amended by striking out the following words _____."
- After recognition, "Madame Chairman, I move that the motion be amended by striking out the following words, _____, and adding in their place the following words _____."

REFER TO A COMMITTEE

You feel that an idea or proposal being discussed needs more study and investigation.

- After recognition, "Madame Chairman, I move that the question be referred to a committee made up of members Smith, Jones and Brown."

POSTPONE DEFINITELY

You want the membership to have more time to consider the question under discussion and you want to postpone it to a definite time or day, and have it come up for further consideration.

- After recognition, "Madame Chairman, I move to postpone the question until _____."

PREVIOUS QUESTION

You think discussion has gone on for too long and you want to stop discussion and vote.

- After recognition, "Madam President, I move the previous question."

LIMIT DEBATE

You think discussion is getting long, but you want to give a reasonable length of time for consideration of the question.

- After recognition, "Madam President, I move to limit discussion to two minutes per speaker."

POSTPONE INDEFINITELY

You want to kill a motion that is being discussed.

- After recognition, "Madam Moderator, I move to postpone the question indefinitely."

POSTPONE INDEFINITELY

You are against a motion just proposed and want to learn who is for and who is against the motion.

- After recognition, "Madame President, I move to postpone the motion indefinitely."

RECESS

You want to take a break for a while.

- After recognition, "Madame Moderator, I move to recess for ten minutes."

ADJOURNMENT

You want the meeting to end.

- After recognition, "Madame Chairman, I move to adjourn."

PERMISSION TO WITHDRAW A MOTION

You have made a motion and after discussion, are sorry you made it.

- After recognition, "Madam President, I ask permission to withdraw my motion."

CALL FOR ORDERS OF THE DAY

At the beginning of the meeting, the agenda was adopted. The chairman is not following the order of the approved agenda.

- Without recognition, "Call for orders of the day."

SUSPENDING THE RULES

The agenda has been approved and as the meeting progressed, it became obvious that an item you are interested in will not come up before adjournment.

- After recognition, "Madam Chairman, I move to suspend the rules and move item 5 to position 2."

POINT OF PERSONAL PRIVILEGE

The noise outside the meeting has become so great that you are having trouble hearing.

- Without recognition, "Point of personal privilege."
- Chairman: "State your point."
- Member: "There is too much noise, I can't hear."

COMMITTEE OF THE WHOLE

You are going to propose a question that is likely to be controversial and you feel that some of the members will try to kill it by various maneuvers. Also you want to keep out visitors and the press.

- After recognition, "Madame Chairman, I move that we go into a committee of the whole."

POINT OF ORDER

It is obvious that the meeting is not following proper rules.

- Without recognition, "I rise to a point of order," or "Point of order."

POINT OF INFORMATION

You are wondering about some of the facts under discussion, such as the balance in the treasury when expenditures are being discussed.

- Without recognition, "Point of information."

POINT OF PARLIAMENTARY INQUIRY

You are confused about some of the parliamentary rules.

- Without recognition, "Point of parliamentary inquiry."

APPEAL FROM THE DECISION OF THE CHAIR

Without recognition, "I appeal from the decision of the chair."

Rule Classification and Requirements

Class of Rule	Requirements to Adopt	Requirements to Suspend
Charter	Adopted by majority vote or as proved by law or governing authority	Cannot be suspended
Bylaws	Adopted by membership	Cannot be suspended
Special Rules of Order	Previous notice & 2/3 vote, or a majority of entire membership	2/3 Vote
Standing Rules	Majority vote	Can be suspended for session by majority vote during a meeting
Modified Roberts Rules of Order	Adopted in bylaws	2/3 vote