Presentation to Southern California Council of Quilt Guilds

Saturday, July 8, 2017 – Santa Clarita, CA

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**Bylaws, Standing Rules and Presiding at Your Board Meeting**

Roberts Rules of Order – 11th Edition; Roberts Rules of Order in Brief

1. Introduction - Speaker’s background
2. Bylaws
   * Definition – Bylaws describe the basic character of an organization, contain its basic rules, and prescribe how an organization functions.
   * Articles/Content – 1) Name; 2) Purpose; 3) Members; 4) Officers; 5) Meetings; 6) Board of Directors; 7) Executive Committee; 8) Committees; 9) Financial/Miscellaneous; 10) Electronic Meetings; 11) Parliamentary Authority; 12) Amendments; and 13) Dissolution
   * Key Examples – Notice requirements for meetings of the Board,E xecutive Committee, and committees; Officer and Board member terms and term limits; Quorum for Board, Executive Committee, and Committee meetings (usually a percentage of membership); Election/Appointment procedure for Board and Executive Committee members; Powers of the Board of Directors and the Executive Committee; Who establishes and provides a charger/charge for committees: Who appoints/elects committee chairs and committee members? What is your fiscal year?
   * Key Issue – Keeping them up to date and inclusive. Review and amend as needed every 5 years.
3. Standing Rules
   * Definition – Standing Rules describe the administrative details of an organization
   * Elements (examples) – Standing Rules’ amendment process; Duties of officers, directors, and committee chairs; Amount of dues, date, time, and place of meeting(s); Process for electronic meetings; and other administrative details, such as forms.
   * Key Issues – Keeping them up to date and inclusive
4. Presiding at Your Board Meeting
   * Why have a meeting? Goal – one-hour meeting
   * President’s Role – Your meeting! Before, during and after meeting
   * Secretary’s Role – The minutes – Before, during and after meeting
   * Notice of Meetings – When and how?
   * Agenda (example) – 1) Call to Order; 2) Approval of Minutes; 3) unfinished Business; 4) New Business; 5) Reports – Officers, Directors, and Committee Chairs; 6) Announcements; 7) Adjournment/ and 8) Program.
   * Examples of Key Topics – Preparation for next General Membership Meeting, Insurance, Next Quilt Show, Next SCCQG Meeting, Filling Vacancies, etc.
   * Processing of a Main Motion – Obtaining floor, making motion – *“I move that . . .”* processing a motion, debate and amendments, voting, announcing the results.
   * Other Items: 1) Decorum at a Board Meeting; 2) Use of a microphone; 3) use of a gavel; 4) Opening Ceremonies (“God before Country”).

References – Robert’s Rules of Order Newly Revised (11th – 2010), Bylaws – pp. 12-13 and 565, Standing Ruls – pp. 18 and 265.

Robert’s Rules of Oder Newly Revised in Brief (2nd – 201), Bylaws – pp 85, Standing Rules, p. 87.

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Notes taken in response to questions and answers:

**From Joan Graham**

Parliamentary Procedure Notes – July 2017

* One vote per person, even if that person holds more than one position on a board
* Review bylaws every five years
* Electronic voting (email, teleconferencing, etc.) should be addressed in bylaws
  + Email meetings – how to establish a quorum, etc.
* Standing Rules can be changed anytime, with notice, by a majority vote of those present and voting.
  + Keep them up to date
  + Publish dues in Standing Rules, not Bylaws
* Minutes – only action items go in
* Motions – second of a motion only means to open for discussion. Ex: “are there any corrections to minutes”
  + Motion to amend a motion does not require approval of the motion maker
  + Once a motion is made, it belongs to the group, not the maker of the motion
  + “I call the question” is a motion to end debate. Then a vote needs to be taken to end the debate and a vote is taken. Must be passed by 2/3 vote.
  + Chair calls for “are you ready to vote?”
  + Chair can decide to table the issue. If a motion is tabled, a motion to take from the table must be made to bring up again. If this doesn’t happen at the end of the next meeting it falls to the floor and is dead.

**From Pam Overton**

* Majority is determined by those present and voting
* Set time limits for meetings – particularly board meetings
* Minutes should include only actions of the organization and should be one sentence summaries
* Motions – chair should not make motions
* Decision making by emails; conference calls, etc. must be in the bylaws.
* Question about including the bylaws in the guild directory – include them
* Bylaws should be available to members on request and given to new members (many guilds post them on their website)