

# Essential Guidelines for Nonprofit Boards



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Follow these essential guidelines of parliamentary procedure to take the pain out of your meetings, hold productive discussions, and serve your organization better.

## ► BASICS

A quorum must be present for business to be done. Usually a quorum means a majority (more than half) of the voting board members in office.

The chair runs the meeting in the service of the board. He is not the “boss” but serves as a facilitator, helping the board to hold free and fair discussion and make good decisions.

On small boards (up to about 12 members) it is acceptable to have discussion before proposing a main motion (a proposal for the board to take action).

If a member makes a motion to amend the main motion, it is discussed and voted on before the main motion. After amending a motion, a vote must be taken on the main motion as amended.

After discussion, the chair calls for the vote and announces the result. The motion passes when a majority of those voting vote in favor, unless state law or your bylaws require a higher vote. This is different from the requirement for a quorum.

If someone “calls the question,” the chair must take a vote on whether to vote now or continue discussion. It takes a 2/3 vote to cut off discussion.

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## ▶ DISCUSSION

All board members have equal rights, privileges and obligations. This means that discussion is not a conversation, but follows some important rules:

- The chair recognizes speakers in turn.
- No one may speak a second time until everyone who wishes to do so has spoken once.
- Interrupting is not allowed.

Board members must be courteous and respectful. They may not make inappropriate remarks such as personal remarks, insulting language, or comments that are irrelevant.

If a board member breaks the rules, the chair may correct him, or another board member may raise a point of order. The chair rules as to whether the point is correct, or not. A board member who disagrees with a ruling of the chair may appeal it. If another member seconds the appeal, the board decides.

The minority must be provided equal opportunity to debate, even if their views are unpopular. However, the decision of the majority voting at a meeting is the decision of the board as a whole.

## ▶ OTHER CONSIDERATIONS

Know your state law about voting requirements on nonprofit boards, and read your bylaws.

Proxy voting is not allowed on nonprofit boards.

In most states, email voting is not allowed on nonprofit boards unless certain very specific procedures are followed for each vote. Telephone meetings are acceptable as long as all participants can hear and be heard.

Under Robert's Rules of Order, members of the organization who are not board members may be excluded from board meetings. We recommend allowing members to observe board meetings except in special cases where an executive (secret) session is necessary.

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