

# What are rights of ordinary members at nonprofit board meetings?



When you are considering the rights of ordinary members at nonprofit board meetings, first look to your state statutes. This is usually easy to do online. Start by reading the plain language text of the laws of the state in which your organization is incorporated. (For complex matters of interpretation, of course you will consult an attorney.) If your state laws are silent on this point, then no rights are granted.

You may also have a governmental source, a university center, or a nonprofit organization that gives information on this subject. In Washington State, we are fortunate to have Wayfind, a cornucopia of valuable legal resources ([access the website here](#)) and 501 Commons, another treasure trove for nonprofits ([website here](#)), as well as several additional organizations.

## **ROBERT'S RULES ON RIGHTS OF ORDINARY MEMBERS**

The basic position according to *Robert's Rules of Order Newly Revised, 11th edition*, the only authorized text of Robert's Rules, is that ordinary members do not have the right to attend board meetings, nor do they have the right to see the minutes of board meetings. Of course, if your state laws give members rights, that supersedes Robert's Rules.

## **WE RECOMMEND THESE RIGHTS OF ORDINARY MEMBERS FOR YOUR BYLAWS**

The Robert's Rules position is too restrictive for most of our modern organizations. In the interest of transparency, bylaws often allow ordinary members to observe board meetings, and to review meeting minutes once they have been approved by the board. If there is a long interval between meetings, some organizations make a summary of board actions available to the members soon after the meeting. It is also common to establish a time period at board meetings for member input—a “Member Forum.”

We recommend that nonprofit organizations with members include these points in their bylaws:

- a. Ordinary members may observe board meetings.
- b. Ordinary members may review regular meeting minutes once approved (though not the minutes of executive session—closed—meetings).
- c. Ordinary members may speak at board meetings during the Member Forum.



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We also believe that it is critical for boards of nonprofit organizations to be responsive to their members, and to appear to be responsive! You may wish to conduct member surveys, to have “coffee with the board” sessions, to solicit member feedback with a form on your website, and so on.

### **RIGHTS OF ORDINARY MEMBERS AT THE BOARD MEETING**

At the meeting itself, you will want to welcome ordinary members warmly and thank them for observing the meeting, while also making clear that they will not have the opportunity to speak during board discussion, but only during the Member Forum. This is a balancing act! The body language and attitude of the leader and board members play a significant role in conveying this dual message. Printing the guidelines for the members and guests is helpful.

Be sure to seat ordinary members and guests on the periphery of the room, not at the board table. If an invited speaker comes to the table to make a presentation, they should return to the periphery after completing their remarks.

Should the board decide that it wants to hear from an ordinary member during the meeting, it can do so at any time by majority vote or unanimous consent ([read about this method of voting here](#)). However, we recommend being careful not to establish a precedent that may be difficult to maintain in future.

### **ORDINARY MEMBERS MUST OBSERVE COURTESY AND RESPECT**

Ordinary members are subject to the same restrictions that apply to board members regarding the content of their remarks. They may not make personal, insulting or vulgar remarks, use obscenity, and so on. [Read about inappropriate remarks here](#). Don't allow demonstrations—clapping, hissing, booing, stamping feet—at board meetings. These inhibit free speech on the part of the board members, and everyone else present.

Ordinary members do not have the right to videotape the board meeting. You may wish to require that they refrain from posting on social media during the meeting. There was a case where an ordinary member was tweeting about the board discussion and mischaracterizing what people were saying. [Contact us](#) if you would like a sample policy on this.

### **ORDINARY MEMBERS MAY NOT DISRUPT THE MEETING**

Ordinary members do not have the right to disrupt the board meeting. Robert's Rules says that “all persons present at a meeting have an obligation to obey the legitimate orders of the presiding officer” (p. 645). If an ordinary member becomes rowdy or obstreperous, the chair should respond in a firm and confident manner, saying “The member is requested to stop this behavior at once.” The chair may require the difficult member to leave the room. If the member refuses, you may call security, or you may take a recess and adjourn to another location.

Remember that the First Amendment does not apply to private nonprofit organizations. You have the right and the duty to arrange matters so that your board can carry out its business efficiently and peacefully. We hope that disruption won't occur, but if odd things happen, having a contingency plan in place will serve your organization well.

Have you encountered difficulties with your ordinary members at board meetings? [Share your story!](#)

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