

Guide Your Nonprofit Board to Better Decisions Using Robert's Rules

A short introduction for newcomers, with examples



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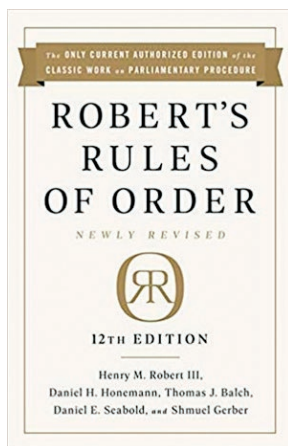
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I. INTRODUCTION

Do you feel intimidated by Robert's Rules of Order? Don't be! With the understanding of a few simple principles and guidelines, you can use this system of meeting management to guide your nonprofit board to better decisions.

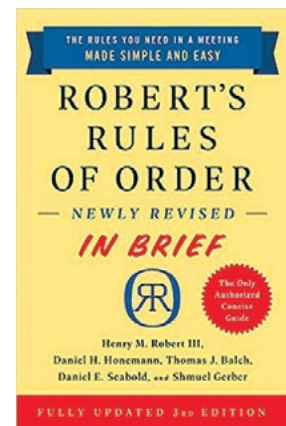
Robert's Rules of Order is a system of meeting management that is widely used in the United States. It was developed by Henry M. Robert, an officer in the U.S. Army Corps of Engineers, and first published in 1876. The current version, *Robert's Rules of Order Newly Revised, 12th edition*, is a thick book with more details than will be relevant to your board.

This article gives you the key elements you must have to run fair, democratic and efficient meetings. They are easy to understand. However, because our ordinary way of meeting is so different, they take a little effort to apply. If you make that effort, you will be rewarded with better meetings and better decisions.



Robert's Rules of Order is the most common book giving the rules of parliamentary procedure. There are others. If you want to use Robert's Rules, be sure to purchase *Robert's Rules of Order Newly Revised, 12th edition*, which is the only official book. There are many other books with the name of "Robert's Rules of Order," but they are not official and authoritative.

You may find it helpful to purchase *Robert's Rules of Order Newly Revised in Brief, 3rd edition*. This book is short and easy to read. It is a useful guide to the big book.



The state in which your organization is incorporated has laws and regulations about nonprofit boards and how they operate. You must know what these laws are. They can often be found on a public governmental website. If you have questions about the laws, be sure to consult a qualified attorney.

The laws have greater authority than Robert's Rules. If the laws conflict with Robert's Rules says, follow the laws. This article is based on the principles of parliamentary procedure, and nothing in it constitutes legal advice.

When we say "member" in this article, we mean a member of your nonprofit board. Under Robert's Rules, members of the organization who are not board members may be excluded from board meetings, unless state law says otherwise. We recommend allowing ordinary members to observe board meetings except in special cases where an executive (secret) session is necessary, such as a personnel matter or a legal issue.



II. NOTICE, AGENDA AND MINUTES

The leaders of an organization have a duty to provide proper NOTICE of meetings. They must let everyone who is a member know about the meetings before the meetings happen. This is in order to be fair and give everyone a chance to attend. The agenda and supporting materials should also be sent out enough in advance that the board members have time to prepare for the meeting.

The chair calls the meeting to order at the scheduled time—not before—and announces whether a quorum is present.

The QUORUM is the minimum number of voting members who must be present for business to be done. If your bylaws don't say what the quorum is, then it is a majority—more than half—of the people holding office in the board. Without a quorum, you can try to get more people to attend, perhaps by telephone if your state law and bylaws allow this. You can also discuss board matters, but you can't take action.

At the meeting, the chair presents an AGENDA. This is a plan of the items to be discussed and voted on during the meeting. The leadership prepares the agenda, but the board has the right to make changes to it.

Robert's Rules emphasizes that a board should talk about one thing at a time. If something comes up that is not on the agenda, the board must make a decision about when to discuss it. You can't just slide from one topic into another.

Your board should keep MINUTES. This is a written record of your decisions. The minutes should say when and where the meeting happens, whether there is a quorum present, who was present, what topics were discussed, and what decisions were made.

Be careful not to include personal opinions and detailed discussion in the minutes. This is a common trap for the secretary, and it is a mistake. Minutes should record WHAT IS DONE, not WHAT IS SAID.

Minutes are usually approved at the next meeting.

III. DISCUSSION

The most important rule for discussion during meetings is that no one may speak a second time until everyone who wishes to do so has spoken once. This is critical!

Discussion at a board meeting is not a conversation. It needs structure to be fair and efficient. In order to achieve this, the chair must RECOGNIZE people. The chair calls on each person to speak in turn.

The chair has a duty to be fair in this and to follow the rules. People may not just blurt things out when they feel like it. Don't allow people at your meeting to talk over other people, to interrupt, or to dominate the discussion.



According to Robert’s Rules, in a small board (up to about 12 people), the chair may take part in discussion, make motions, and vote, unless state law or the bylaws say otherwise. Even so, the chair must exercise restraint. We recommend that the chair does not make motions, and speaks and votes last.

A good way to arrange discussion is to use the ROUND ROBIN. In this method, the chair goes around the table, calling on each person in turn. People may pass and wait until the end of the round to speak. The chair must wait also—he or she doesn’t have the right to speak after each person.

Sometimes in board meetings people hesitate to say what they really think. They are afraid to break the harmony of the board. It is actually GOOD to have different opinions. This will lead to much better decisions. In a healthy board, people can express a different opinion and still feel welcome.

When you have complicated issues to discuss, you may prefer to use the Exploratory Round Robin. This is a special form of the Round Robin. You can read about it on our website.

IV. MOTIONS

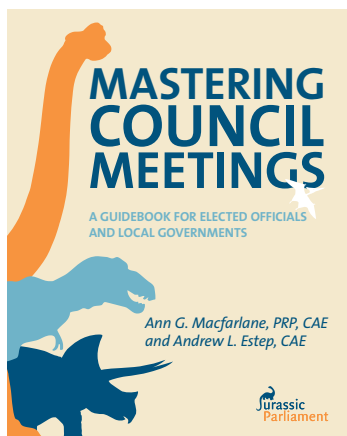
Under the system of Robert’s Rules of Order, when the board is ready to take a certain action, a member makes a MOTION. This is a proposal for action. All you have to say is “I move that…” followed by the exact course of action you would like the board to do.

Sometimes it’s hard for people to express the course of action they are thinking of clearly and in a few words. The leader can help members say exactly what they mean.

When a member makes a motion, another member SECONDS it. The person just calls out, “Second!” without being recognized. Then the chair knows that at least two people want to discuss the motion. If there is no second, the chair promptly moves on to the next item of business.

After a motion has been made and seconded, the chair states the motion out loud, so everyone knows exactly what is being proposed.

We strongly recommend that motions be written down before discussion begins.



There is much more to learn about motions. You can read about them on our website and blog, or in our book, *Mastering Council Meetings: A handbook for elected officials and local government*, available from Amazon.



V. VOTING

After discussion, the members VOTE on the motion, like this:

Chair	All those in favor say “aye.”
Members in favor	Aye!
Chair	All those opposed say “no.”
Members opposed	No!
Chair	The ayes have it and the motion passes OR the noes have it and the motion fails.

Usually a motion is approved—it passes—when a majority (more than half) of the PEOPLE WHO ARE VOTING vote in favor. If ten people are at a meeting, and seven cast votes while three do nothing, it takes four votes in favor for the motion to pass.

As an example of when state law applies to a nonprofit board, in Washington State, a majority (more than half) of the VOTING MEMBERS PRESENT must vote in favor for a motion to pass. This is a different requirement than the previous one.

For example, if ten members of your board are at a meeting, and four vote in favor, three vote against, and three do nothing, the motion fails. Four is not a majority of ten, which is the number of voting members who are present. Be sure to find out whether a rule like this applies in your state.

Under Robert’s Rules, members have the right not to vote—to abstain. To abstain is to do nothing. The votes are counted up without including the person or persons who abstain.

A tied vote—one with equal votes for and against—fails.

Note that the chair must ask for the votes AGAINST the motion, even if it seems that everyone voted in favor. This is in order to be fair and give everyone a chance to vote against the motion if they choose to.

In general, boards may not vote by email. Usually telephone meetings are allowed as long as everyone can hear and be heard. Individual board members may not give their power to vote to someone else (they may not vote “by proxy”). Read more about this on our website.



VI. POINT OF ORDER

When a mistake in procedure is made, a member can say, “Point of Order.” This motion is used this way:

Member:	Point of Order!
Chair:	State your point.
Member:	[Explains the mistake, for example] Yolanda has spoken twice already but other members of the board are waiting to speak.
Chair:	[Issues a ruling] The point is well taken (correct). We must hear from each person first before anyone may speak twice. Who else wishes to speak?

If a member makes a Point of Order, it is processed right away. It does not count as the member’s turn to discuss the issues.

The chair can always ask the members to decide if a Point of Order is correct or not.



Point of Order Sample Scripts

Member A: *Chair, Point of Order!*

Chair: *State your point.*

Member A: *My fellow board member has used the term “cream-faced loon” in referring to the Mayor of Fernville. According to Robert’s Rules, insults are not allowed in debate.*

Chair: *The point is well taken. Members will refrain from using improper language.*

Member B: *Chair, Point of Order.*

Chair: *State your point.*

Member B: *You have called for the vote on the motion I made, but we haven’t had any discussion about it yet!*

Chair: *The point is well taken. As the maker of the motion, you have the right to speak first, so Member B has the floor.*

Member C: *Chair, Point of Order.*

Chair: *State your point.*

Member C: *Patricia has spoken three times already, but other members are waiting to speak.*

Chair: *The point is well taken. Who would like to speak next?*

Member D: *Point of Order, Chair!*

Chair: *State your point.*

Member D: *We have discussed this motion for a long time, but we haven’t actually taken a vote on it. It’s not approved until we vote.*

Chair: *The point is well taken. Are you ready to vote on the motion?*

Member E: *Chair, Point of Order*

Chair: *State your point.*

Member E: *My colleague has called me a “bozo.” It is improper to use such personal insults during our meetings.*

Chair: *The point is well taken. Members will refrain from making personal attacks on their colleagues—or anyone else!*

Member F: *Point of Order, Chair!*

Chair: *State your point.*

Member F: *You have declared the meeting is finished, but we still have business to discuss. The chair of the meeting doesn’t have the power to close the meeting like that.*

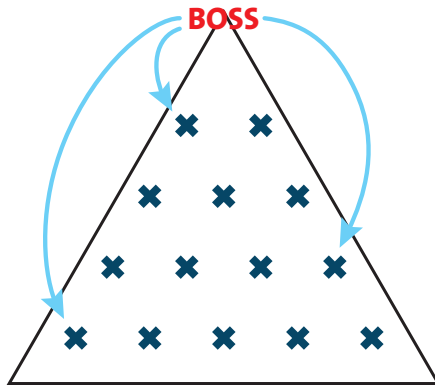
Chair: *The point is well taken. Our meeting will continue. The next item of business is...*



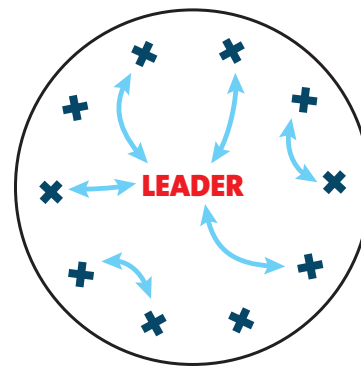
VII. WHO'S IN CHARGE?

There are two different types of organization:

Accountability Hierarchy



Voluntary Association



In an ACCOUNTABILITY HIERARCHY, the head of the organization is the BOSS. He or she is in charge of hiring people, telling them what to do, and firing them.

In a VOLUNTARY ASSOCIATION, a board of people come together to achieve a common purpose. They adopt some rules and choose a LEADER, but the leader is a peer or an equal to everyone else. This is a very different position from the BOSS.

If your nonprofit has staff, your organization demonstrates both types of organization. The board is a voluntary association, while the executive director and staff form an accountability hierarchy.

As a voluntary association, the board has a JOINT AND COLLECTIVE AUTHORITY which exists and can be exercised only when the board is in session. Each individual has no authority outside the meeting.

Note that the leader of a voluntary association does have other kinds of duties, outside the meeting, that require giving orders or setting a direction. There is a big difference, though, between those duties and the duties of running the meeting.

During the meeting, the chair is the servant of the board. He or she rules the procedure, but not the content of the decisions. The board is the final authority.

If the chair breaks the rules of the board, a member can make a Point of Order about the chair's actions. The chair issues a ruling on their own action. This seems strange, but it is the way the system works.



VIII. APPEAL

The authority of the board is exercised by using the motion TO APPEAL. If a member disagrees with a ruling of the chair, he or she can say, “Appeal!” If another member then says, “Second!” the board will decide the matter.

Member A	Point of Order.
Chair	State your point!
Member A	My colleague has called me a “mugwump.” That is an insulting remark.
Chair	The chair rules that the word “mugwump” is not insulting and may be used.
Member A	Appeal!
Member B	Second!
Chair	Very well, the chair’s ruling has been appealed. The board will decide. All those who believe that the chair’s ruling should be sustained, please say “aye.”
Chair and Member C	Aye!
Chair	All those who believe that it should not be sustained, please say “no.”
Members A, B, D, and E	No!
Chair	There are two in favor of sustaining the chair’s ruling and four against, so the chair’s ruling is NOT sustained, and members may not use this term.

Note that the chair’s ruling is considered to stand until it is overturned. It takes a majority vote AGAINST the ruling for it to be overturned. A vote in favor of the chair’s ruling, or a tie, sustains the chair’s ruling. The chair may vote in an appeal.

IX. INAPPROPRIATE REMARKS

There are six types of remark that cannot be made during a nonprofit board meeting run according to Robert’s Rules of Order. They are inappropriate because they are not germane (relevant). They are:

- Personal remarks
- Insulting language, attacks, vulgarity or obscenity
- Inflammatory language
- Criticizing another member’s motives
- Criticizing past actions of the board (with two exceptions)
- Remarks that are not germane

The exceptions to the rule against criticizing past actions during a meeting are:

- If the board as a whole is discussing an action, it is fine to criticize it.
- If the member intends to introduce a motion to amend (change) or rescind (cancel out) the action at the end of her speech, she may criticize it.



What's wrong with these remarks?

In the right-hand column, write the number that matches the remark. Some of the remarks may be inappropriate in more than one category.

1. Personal remarks
2. Discourteous remarks – insulting language, attacks, profanity
3. Inflammatory language
4. Criticizing another member's motives (except in case of conflict of interest)
5. Criticizing past actions of the board (unless subject is under discussion, or you are going to propose a change at the end of your speech.)
6. Remarks that are not germane (relevant) to the discussion

REMARK	NUMBER
The Chair is a senior citizen.	
I am sick and tired of the negative attitude you bring to our issues. It's people like you who keep us from attracting the best and the brightest to run for this Board.	
I was shocked to learn that we haven't had a Treasurer's Report for over a year! There could be EMBEZZLEMENT going on and we would never know it!	
Only people aiming for higher office would vote for something like that.	
I think that the vote we took earlier today was very unfortunate. A huge increase like that will hit our members hard. There's going to be a big backlash about this.	
Did you see that article in the paper about the Distinguished Mustache Society? They looked so cute in their fancy mustaches and straw hats! They reminded me of my grandpa and the happy days when I was a young tyke.	

X. SAMPLE SCRIPT

7 attendees: chair, baker, banker, dancer, guitarist, movie fan, dancer, social worker

[Note that the numbers are a substitute for being recognized.]

1.	chair	This meeting of the Dinoville Friendly Society is called to order. We have a quorum present. Our topic today is planning a summer camp for our youth next summer.
2.	guitarist	I think that music is the best way to reach our young people. I'm in favor of a music camp.
3.	movie fan	Music is not very attractive any more. Our youth are all interested in the movies. I think we ought to run a movie-making camp.
4.	guitarist	What do you mean, music isn't attractive any more?! People are rushing to the Columbia Gorge for their concerts, and the free summer concerts on the Pier are jammed.



5.	movie fan	That's not saying much! I bet everyone at those concerts is over fifty years old.
6.	guitarist	Well, look at the Block Party on Capitol Hill! There were plenty of young people there.
7.	baker	Point of Order, Chair!
8.	chair	State your point.
9.	baker	Under the rules we've just learned, no one can speak a second time until everyone who wishes to do so has spoken once. The Guitarist and the Movie Fan are monopolizing this conversation.
10.	chair	The point is well taken! No one may speak a second time until everyone who wishes to do so has spoken once. Who else would like to discuss this?
11.	baker	I'm a fan of music, but I agree that movie-making would have a wider appeal.
12.	social worker	Yes, movies are wonderful, but making them is pretty complicated. We would need a lot of experienced volunteers to carry this off.
13.	baker	Well, how about joining up with FareStart....
14.	chair	Just a moment, Baker, we haven't heard from other members of our board yet. Dancer, what do you think?
15.	dancer	I'm not quite sure. I'd like to wait and speak after everyone else has spoken.
16.	chair	Thank you, what are your thoughts, Banker?
17.	banker	Getting equipment and supplies for movie-making would be very expensive. I think we ought to look for a more affordable choice.
18.	chair	The chair will point out that we have a \$50,000 grant from the Dinoville Service Club that we can use for our summer program, whatever activity we choose. Dancer, would you like to comment now?
19.	dancer	Oh, I didn't realize that our grant application was approved! That's great news. With that money, I'm definitely in favor of a movie program.
20.	chair	Very well, would anyone care to make a motion?
21.	movie fan	I move that we run a movie-making camp next summer for our youth.
22.	dancer	Second!
23.	chair	It has been moved and seconded that we run a movie-making camp next summer for our youth. Movie fan, since you made the motion, you have the right to speak first.



24.	movie fan	It seems like an obvious WIN to me. This will attract all our youth and give them something worthwhile to focus their energies during the summer. With the grant, we have everything we need to hire the right talent and recruit good volunteers.
25.	chair	Further discussion?
26.	dancer	It's going to be FABULOUS! I can hardly wait to enroll my teenage daughter in this program.
27.	guitarist	I'm worried about our capacity to take this on. Even with the money, it's going to be quite a challenge!
28.	baker	I'm concerned about it too. I think we would be better off partnering with FareStart and teaching our youth how to cook. FareStart has some really amazing programs. I was at the Guest Chief Night last week, and believe me, the menu was OUT OF THIS WORLD! The oysters were delicious, the lamb was cooked perfectly, and for dessert they served the best chocolate éclair I've ever had in my life!
29.	banker	Point of Order!
30.	chair	State your point.
31.	banker	It seems to me that the menu at FareStart is not germane to our discussion about starting a movie camp.
32.	chair	Yes, the point is well taken. Members will kindly keep their remarks strictly to the topic under discussion.
33.	banker	Chair, I just made a Point of Order, so do I have to wait to make my comments about the movie-making camp until everyone else has spoken?
34.	chair	No, a Point of Order doesn't count against your chances to speak. Go right ahead.
35.	banker	Thank you. I was worried about the expense before, but since we have this large grant, I'm in favor of this proposal.
36.	chair	Thank you. Who else would like to comment?
37.	social worker	I think it will be a great activity for our youth, and I'm in favor.
38.	chair	Well, since it's my turn to speak as your chair, I would like to say that while it's true we have a large grant, we have to be prudent in how we spend it. It seems to me that it would be wildly extravagant to waste expensive cinema equipment on inexperienced youth who don't really know what they're doing! I'm surprised that my colleagues on this board should demonstrate such poor judgment in supporting this.
39.	guitarist	Point of Order, Chair!



40.	chair	State your point.
41.	guitarist	The chair has to follow the same rules as the rest of us! It's improper for the chair to be criticizing our judgment like that. Robert's Rules says, "Speak to issues, not to personalities."
42.	chair	[looking down and frowning] Oh, that's correct, and the chair apologizes for getting carried away and breaking our rules of order. Let's have one more round of discussion. Movie fan?
43.	movie fan	Like I said, it's a great idea and I think we should go all out for it!
44.	dancer	I'm in favor.
45.	guitarist	It's not my favorite idea, but I'll go along with it if it's what everybody wants.
46.	social worker	I'm all for it!
47.	baker	I don't like the idea, and I'm going to vote against it.
48.	banker	This will be a big investment, but I'm in favor.
49.	chair	Your chair will vote against this motion, for the reasons previously stated.
50.	chair	Is there any further discussion? [pause] Hearing none, we'll take the vote. All those in favor, please say "aye."
51.	banker, guitarist, movie fan, dancer, social worker	Aye!
52.	chair	All those opposed, please say "no."
53.	chair, baker	No!
54.	chair	The "ayes" have it, the motion passes, and we will run a movie-making camp for our youth next summer. Thank you all for this discussion. Since there is no further business, this meeting is adjourned.



XI. CONCLUSION

The chair of the meeting is both the most important person in the room, and the least important person in the room. He or she is not responsible for the decision the board makes. The board is responsible for its own decisions.

Follow these principles, and your nonprofit board will make better decisions. You will serve your members and stakeholders better and help to strengthen democracy in our society.

XII. YOUR ELEVEN DUTIES WHEN RUNNING A MEETING

Robert's Rules of Order lists these 11 duties for the person running a meeting.

Your job is to keep the process fair while you serve the group. You help the group to make up its mind by serving as the facilitator, not the dictator. You are the servant of the group, and the group is the final authority.

1. **To open the meeting at the proper time** by taking the chair (sitting in the seat reserved for the person running the meeting), after finding that a quorum is present, and calling the meeting to order. A quorum is the minimum number of voting members who must be present for business to be done. Usually the quorum is a majority (more than half) of the group members holding office.
2. **To announce in the right order** the next activity before the group according to the agenda. The agenda is the plan for the meeting that has been approved by the group.
3. **To recognize** (call on) group members who have the right to speak.
4. **To state all questions** (issues) that correctly come before the group as motions or that arise during the meeting, and to announce the result of each vote; or if a motion that is not in order is made, to rule it out of order. A motion is a proposal for action. Motions that are correctly made at the right time are in order.
5. **To protect the group** from obviously dilatory (time-wasting or obstructive) motions by refusing to recognize them.
6. **To enforce the rules** relating to discussion and decorum (respect and courtesy for all) within the group.
7. **To make business as efficient** as possible, while still following the rules and being fair.
8. **To decide all questions of order, subject to appeal.** When a member makes a Point of Order, the chair rules, unless the chair prefers to ask the group to decide. Any two members can appeal a ruling of the chair, and then the group decides.
9. **To respond to questions** that group members have about procedure, or about factual information that is relevant to the business of the group.
10. **To authenticate by signature**, when necessary, all acts, orders and proceedings of the group.
11. **To declare the meeting adjourned** when the group votes, or at the time prescribed in the program, or at any time in the event of a sudden emergency affecting everyone's safety.

These duties are listed in *Robert's Rules of Order Newly Revised, 13th edition*, the only official and current version of Robert's Rules, in section 49:21.



XIII. REFERENCES

Robert's Rules of Order Newly Revised, 12th edition

General Henry M. Robert

A New and Enlarged Edition by Sarah Corbin Robert, Henry M. Robert III, William J. Evans, Daniel H. Honemann, Thomas J. Balch, Daniel E. Seabold, Shmuel Gerber

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Mastering Council Meetings: A guidebook for elected officials and local governments

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ERGA Inc. D/b/a/Jurassic Parliament

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Additional materials available on our website, www.jurassicparliament.com:

- How motions work
- Small board rules are different
- Using the exploratory round robin
- You can't vote by email
- Essential Guidelines for Small, Casual Boards
- Essential Guidelines for Nonprofit Boards

Thank you for your interest in running better meetings and making better decisions. Please contact us by writing to info@jurassicparliament.com if you have comments or suggestions to improve this article, or questions about Robert's Rules, leadership, or meeting procedure.

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