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Roberts Rules of Order for Small Assemblies: Boards and Committees

A method of keeping order and speeding up the process

By Gurdon H. Buck

If the executive board, the board of directors, the bylaws of the association, or the assembly of the association members has adopted Roberts Rules of Order Newly Revised (“RONR”) or it names “Roberts Rules of Order” with some reference to the latest version, RONR is the rule of the assembly and all of its boards and committees. In some declarations of common interest community, RONR are designated as the rules of order for the association.

The general rules for a large assembly as to following the agenda, making motions, amendments and votes for adoption (although a show of hands is appropriate rather than the formal Roberts standard of standing) apply equally well to a board or committee. However, under RONR the rules of order for a small meeting or assembly (less than a dozen or so people) are much more informal and pragmatic and should be used by the chair of the board or committee to speed matters along.

In a board or committee, the accepted process for all assemblies of passage of a “motion without objection” can particularly speed the up the process. For instance, if the chair feels that the board or committee has reached consensus and there are no objecting parties, the chair can ask that the motion be adopted, “without objection.” As in a large assembly, any person can object and then the motion will continue to be open for debate. If not, silence means that the resolution has been adopted unanimously.

Business of a board or committee with a long agenda can also be speeded by having a “consent calendar” that lists all of the chair’s or manager’s suggested resolutions, which are thought to be able to be passed on a routine manner. The consent calendar is often called at the beginning of the meeting, after the chair calls the meeting to order. Thus, the whole consent calendar is called at once by the chair for passage “without objection” and if any member wishes to discuss or debate an item, the member asks to be recognized and points out the objection or wish to debate, and the item is then removed from the consent calendar and placed under new, or if already having appeared at a previous meeting, old business. If the consent calendar is passed without objection, the minutes will reflect that the motions were all passed unanimously. Great numbers

of routine matters can be passed in a few moments. In meetings, such as organization meetings where only boiler plate motions must be passed, the whole meeting can be passed by consent and concluded in short order.

RONR indicates that Board and committee meetings should not be conducted with the formality of a large assembly. However, it is important to emphasize again, that if the bylaws of the association adopt Roberts Rules of Order, Newly Revised, the following are the rules of order for boards and committees unless the board or committee specifically adopts other rules.

A general rule for boards or committees is that they can not transact business except at a regularly called meeting, noticed to all members, or an adjournment.

A general rule for boards or committees is that they can not transact business except at a regularly called meeting, noticed to all members, or an adjournment. They can not act without a quorum, (a majority unless the bylaws of the association provide otherwise). They should follow their agenda, unless there is a vote to take a matter out of order. A telephone meeting is only binding if all of the members can hear and participate in the debate and the rules permit it. If telephone approval is obtained one member at a time in an emergency, the resolution must be ratified at a regular meeting where it can be amended.

Minutes of the board or committee must be kept by the board’s or committee’s secretary. Like any minutes they only consist of the resolutions passed and the reports received by the assembly. They do not cover the substance of

discussions or arguments if that substance was not adopted by the board or committee. The minutes are only available to the members of the board or committee, unless it votes to provide them to others, or if at the meeting of the association or superior assembly, the board or committees minutes are ordered to be produced and read to the association meeting. If no notice of the vote to produce the minutes has been given in the call of the meeting, the vote will require a two-thirds vote as the assembly is varying the rules.

Certain requirements of RONR for large assemblies do not apply to meetings of boards and committees of less than a dozen or so members. However, the following RONR modifications to the Rules for small assemblies are significant and, to my recollection, are seldom considered in meetings of committees and small boards. RONR actually points out that some of the formality that is required to keep a large assembly on course and in order would hinder business at a small meeting. These modifications for smaller assemblies are as follows:

- Members are not required to obtain the floor before speaking or making a motion, which can be done while seated. The chair merely recognizes the person.
- Motions need not be seconded, although the chair should repeat the motion so that the meeting knows what is being talked about and before there is a vote, the proposed resolution should be repeated by the chair unless the resolution is clear.
- There is no limit on the number of times that a person can speak, although in boards and committees it is not proper for a member to speak if a person who has not spoken wishes to be recognized.
- Informal discussion on a topic is permitted, even though no motion is pending. (It is required, however, to stick to the agenda.)
- When a proposal is perfectly clear to the assembly, a vote can be taken without a motion having been made, but the chair is responsible for expressing the resolution before it is put to a vote.
- The chair need not rise while putting questions to a vote.
- The chair can participate in the discussion

and subject to rule or custom of the board or committee, can make motions and vote.

- In order to have the benefit of the committee's or board's matured judgment, no motions to close or limit debate (such as "calling the question") are permitted.

Generally a "board" has independent power to bind the Association, while a "committee" does not. In a community association the "board" can be the executive board or the board of directors. In some mixed use projects, certain committees of the board are delegated the power to make decisions concerning their own class of uses such as residential and commercial units. These would have the powers of "boards" over their affairs. If a committee of the board reports to the board, the board is the superior convening authority. However, if the committee reports to the membership meeting, that meeting is the superior assembly. The superior assembly depends on which group appointed and charged the committee. Only the superior assembly can discipline members of a committee. However, if it is a board with independent ability to bind the association, it can discipline its own members.

When the board or committee makes a report to the Association or the superior board for action, the recommendations should be in writing. The reporting board or committee can include the reason for the recommendation, but unless the board or committee has adopted the report as a whole, the reasons should be only those of the person reporting. If the

report requires an action for the superior assembly, the report should end with the wording of a motion. It is also a good idea that if a committee report is to end with a proposal for action, this proposal should be summarized in the beginning of the report as well.

Generally a board or committee with a "power" can not shirk its duty by taking its powers and submitting them to the superior assembly for a vote and ratification. For instance, in a community association, under Connecticut's Common Interest Ownership Act, the executive board has all of the powers of the association, except to recall and elect the members of the board of directors, amend the declaration, or veto the annual budget. Occasionally, the declaration will grant the association members other powers. As a part of its general powers of an assembly, the meeting of the members can govern its debate, appoint committees to make recommendations, convene and adjourn and discipline its members for actions relevant to the meeting. The board does everything else. The board can not shuffle off a sticky decision such as whether or not to fire a popular manager, by submitting it to the association for a vote.

If a committee consists of members of the assembly, the motion need not have a second, as it is presumed that other members of the committee approved the motion, and it would be considered automatically seconded.

Upon the recommendations of the committee being made the motion is debated, amended, and put to a vote under the rules of the

superior assembly. Under the general rules of debate, since the moving party can speak first and last, when the chair recognizes that everyone with a right and desire to speak has done so, the chair can recognize the committee reporting person for the last word.

For instance, if a committee of the board were to report to the board concerning the appointment of a manager, at the time on the agenda when the particular committee's report was to be read, the reporting person (often the chair of the committee), would provide the background of the proceedings of the committee, the reasons for the recommendation, and conclude with a motion that a certain manager be employed and that the president be directed to execute a management contract containing substantial terms as listed in the motion.

The committee report can be oral, but if the recommended motion consists of more than a few words, the proposed resolution should be in writing.

Then if the convening assembly was the board, it could debate the motion under its abbreviated and informal rules and no second would be needed anyway.

Committees, as opposed to boards, are presumed to have no power to bind the assembly. However, a committee can be appointed "with power" to take designated activities and for those activities becomes an agent of the superior body. If a committee is appointed to undertake the will of the superior body, it should be small and its members should be sympathetic with [Continues on page 17]