OVERSIGHT BOARD
FOR THE SUCCESSOR AGENCY TO THE
PALM SPRINGS COMMUNITY REDEVELOPMENT AGENCY

BOARD REPORT

MEETING DATE: April 3, 2012 **ADMINISTRATIVE ITEM**

TITLE: ADOPTION OF BYLAWS, REGULAR MEETING DATES, AND RULES OF PROCEDURE.

INITIATED: Clerk/Secretary

RECOMMENDATION:

Adopt Resolution No. 001, "A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE PALM SPRINGS COMMUNITY REDEVELOPMENT AGENCY ADOPTING BYLAWS, ESTABLISHING REGULAR MEETING DATES, AND CONDUCT OF MEETINGS.

BACKGROUND AND ANALYSIS:

The Oversight Board has been established and created, pursuant to State Law, to direct the Successor Agency (the City of Palm Springs) to take certain actions to wind down the affairs of the Palm Springs Community Redevelopment Agency.

The Oversight Board should adopt Bylaws, Rules of Procedure, and times for regular meetings of the Board pursuant to Cal. Gov Code § 54954(a).

Staff has drafted Bylaws that meet the requirements of law, along with a proposed resolution for adoption.

FISCAL IMPACT:

No fiscal impact by adopting Bylaws. The City of Palm Springs, acting in its capacity as Successor Agency to the Palm Springs Community Redevelopment Agency, is eligible for reimbursement of administrative costs of the Oversight Board, subject to current law and a cap toward the administrative costs.

ATTACHMENTS:

Proposed Resolution
Bylaws

ITEM NO 1.A.

RESOLUTION NO. 001

A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE PALM SPRINGS COMMUNITY REDEVELOPMENT AGENCY ADOPTING BYLAWS, ESTABLISHING REGULAR MEETING DATES, AND CONDUCT OF MEETINGS.

THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE PALM SPRINGS COMMUNITY REDEVELOPMENT AGENCY FINDS:

A. The Oversight Board of the Successor Agency to the Palm Springs Community Redevelopment Agency (herein "Oversight Board") has been established and created, pursuant to State Law, to direct the Successor Agency to take certain actions to wind down the affairs of the Palm Springs Community Redevelopment Agency, in accordance with Cal. Health and Safety Code.

B. The Oversight Board desires to adopt bylaws and regulations for the general operation of the Oversight Board, and the time and place for the conduct of regular meetings, pursuant to Cal. Gov. Code § 54954(a).

NOW THEREFORE THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE PALM SPRINGS COMMUNITY REDEVELOPMENT AGENCY DETERMINES, RESOLVES AND APPROVES:

SECTION 1. The Bylaws of the Oversight Board (attached as Exhibit A and incorporated herein) are hereby approved.

SECTION 2. The Clerk/Secretary is hereby authorized and directed to file a Statement of Facts, Roster of Public Agencies Filing, with the Secretary of State, pursuant to Cal. Gov. Code § 53051.

SECTION 3. The Clerk/Secretary is hereby authorized and directed to certify to the adoption of this Resolution, and file with the California Department of Finance.

SECTION 4. This Resolution shall be in effective three (3) business days after adoption.

PASSED, APPROVED AND ADOPTED BY THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE PALM SPRINGS COMMUNITY REDEVELOPMENT AGENCY THIS 3RD DAY OF APRIL, 2012.

_____
CHAIRPERSON

ATTEST:

_____
CLERK/SECRETARY

CERTIFICATION

STATE OF CALIFORNIA)
COUNTY OF RIVERSIDE) *ss.*
CITY OF PALM SPRINGS)

I, JAMES THOMPSON, Clerk/Secretary, to the Oversight Board of the Successor Agency to the Palm Springs Community Redevelopment Agency, hereby certify that Resolution No. 001 is a full, true and correct copy, and was duly adopted at a special meeting of the Oversight Board on April 3, 2012, by the following vote:

AYES:
NOES
ABSTAIN
ABSENT

James Thompson, Clerk/Secretary
City of Palm Springs, California

BYLAWS

OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE PALM SPRINGS COMMUNITY REDEVELOPMENT AGENCY

ARTICLE I -- THE OVERSIGHT BOARD

1.1. NAME OF AUTHORITY.

The official name shall be the "Oversight Board of the Successor Agency to the Palm Springs Community Redevelopment Agency" (herein referred to as "Oversight Board").

The Oversight Board of the Successor Agency to the Palm Springs Community Redevelopment Agency is created pursuant to Cal. Health and Safety Code § 34179(a).

1.2 TIMES AND PLACE OF MEETING.

The office and regular place of meeting of the Oversight Board shall be the Palm Springs City Hall, 3200 East Tahquitz Canyon Way, Palm Springs, California.

The Oversight Board regular meetings shall be on the _____ and all meetings shall be open to the public. When the day for any regular meeting of the Oversight Board falls on a legal holiday, no meeting shall be held.

Any meeting may be adjourned to a time, place, and date certain, but not beyond the next regular meeting. Once adjourned, the meeting may not be reconvened.

A majority of the total membership of the Oversight Board shall constitute a quorum for the transaction of business. Meetings may be adjourned by the Chairperson or by the Clerk/Secretary if a quorum is not present.

Special meetings may be called by the Chairperson or by four (4) Oversight Board Members, and notice thereof shall be provided in accordance with the Ralph M. Brown Act.

1.3 POWERS AND DUTIES.

The Oversight Board shall be vested with all the rights, powers, duties, and privileges established by Cal. Health and Safety Code §§ 34179, 34180, and 34181.

The Oversight Board shall have personal immunity from suit for their actions taken with the scope of their responsibilities as Oversight Board Members pursuant to Cal. Health and Safety Code § 34179(d).

Members of the Oversight Board may also hold office in a city, county, special district, school district, or community college district and will not be in violation of Cal. Government Code § 1099, the Political Reform Act of 1974, or any other law so provided in Cal. Health and Safety Code § 34179(i).

ARTICLE II -- OFFICERS

2.1 OFFICERS AND OFFICIALS.

The Officers of the Oversight Board shall be composed of seven (7) members, and shall serve without compensation or reimbursement for expenses.

All Oversight Board Members shall be selected pursuant to Cal. Health and Safety Code § 34179. Each member shall serve at the pleasure of his or her appointing authority.

2.2 CHAIRPERSON AND VICE-CHAIRPERSON.

At the first regular meeting in January of each calendar year (or as soon thereafter as practicable), the Oversight Board shall select one Oversight Board Member to serve as Chairperson and one Oversight Board Member to serve as Vice-Chairperson.

The Chairperson of the Oversight Board shall preside over all meetings of the Oversight Board, appointed as the non-exclusive primary spokesperson of the Oversight Board, and shall sign adopted resolutions of the Oversight Board.

The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson.

2.3 CLERK/SECRETARY.

The Palm Springs City Clerk shall serve as the Oversight Board Clerk/Secretary, and shall serve without compensation. Notwithstanding the foregoing, the City of Palm Springs, acting in its sole capacity as Successor Agency to the Palm Springs Community Redevelopment Agency, shall be entitled for reimbursement of the costs related to the Clerk/Secretary, pursuant to applicable law.

The Clerk/Secretary shall keep the records of the Oversight Board, shall act as Clerk/Secretary at the meetings of the Oversight Board, shall record all votes,

keep a record of the proceedings of the Oversight Board to be kept for such purpose and shall perform all duties incident to the Office of Clerk/Secretary.

The Clerk/Secretary shall maintain a record of all official proceedings of the Oversight Board and its programs, and shall attest and certify all documents of the Oversight Board.

The Clerk/Secretary may appoint subordinate deputies as deemed necessary by the Clerk/Secretary to carry out the functions of the Office of the Clerk/Secretary.

2.4 DESIGNATED AGENT FOR SERVICE.

The designated agent for process service shall be the Oversight Board Clerk/Secretary, City of Palm Springs, Office of the City Clerk, 3200 East Tahquitz Canyon Way, Palm Springs, California, 92262.

2.5 VACANCIES.

When a position on the Oversight Board Member becomes vacant, the vacancy will be filled by the original appointing authority of such Board Member. Such appointments are to take place within sixty (60) days of the creation of the vacancy. The Governor may appoint an individual to fill a Board Member vacancy that remains vacant for more than sixty (60) days, pursuant to Cal. Health and Safety Code § 34179(b).

ARTICLE III -- MEETING RULES OF PROCEDURE

3.1 PURPOSE AND EFFECT.

The purpose and intent of the Oversight Board in adopting meeting rules of procedure shall be to provide directory guidelines relating to the conduct of the public business by or on behalf of the Oversight Board. In the event of any procedural deficiency or any noncompliance with any provision, will not be deemed to affect the validly of any action taken, unless otherwise specifically provided by law.

3.2 ADOPTION OF ROSENBERG'S RULES OF ORDER.

The Oversight Board adopts Rosenberg's Rules of Order for the conduct of meetings and business (attached as Exhibit A and incorporated herein). In the absence of any rule specifically incorporated into these Bylaws, Rosenberg's Rules of Order shall be used as a guide.

3.3 ORDER OF BUSINESS AND AGENDA.

The order of business of each meeting shall be contained in the Agenda prepared by the Oversight Board Clerk/Secretary. The Agenda shall be a listing by topic of the subject which shall be taken up for consideration in the following order:

(a) Call to Order

(b) Roll Call

(c) Pledge of Allegiance

(d) Acceptance of the Agenda

(e) Public Comment

(f) Consent Calendar

(g) Unfinished Business

(h) New Business

(i) Reports and Information Items

(j) Oversight Board Member Items and Requests

(k) Adjournment

The Clerk/Secretary shall be responsible for the preparation of the Agenda, and shall in all respects conform to the Ralph M. Brown Act. The Oversight Board, by four (4) affirmative votes, may direct a matter to be placed upon a future agenda.

The delivery of the Agenda, Board Reports, and public notice shall be made by the Clerk/Secretary and shall in all respects conform to the Ralph M. Brown Act.

3.4 MAINTENANCE OF ORDER.

The Presiding Officer is responsible for the maintenance of order and decorum at all times. No person is allowed to speak who has not first been recognized by the Presiding Officer. All questions and remarks shall be addressed to the Presiding Officer.

3.5 RULES, DECORUM AND ORDER.

(a) Board Members.

Any Board Member desiring to speak shall address the Chair and upon recognition by the Presiding Officer, shall confine himself to the question under debate.

Any Board Member once recognized, shall not be interrupted while speaking unless called to order by the Presiding Officer; unless a Point of Order is raised by another Councilmember; or unless the speaker chooses to yield to questions from another Councilmember.

Any Board Member called to order while he is speaking, shall cease speaking immediately until the question of order is determined. If ruled to be in order, he shall be permitted to proceed. If ruled to be not in order, he shall remain silent or shall alter his remarks so as to comply with rules of the Oversight Board.

Board Members shall accord the utmost courtesy to each other, to staff and to the public appearing before the Oversight Board and shall refrain at all times from rude and derogatory remarks, reflections as to integrity, abusive comments, and statements as to motives and personalities.

Any Board Member may move to require the Presiding Officer to enforce the rules and the affirmative vote of a majority of the Oversight Board shall require Presiding Officer to so act.

Except where specifically authorized by Oversight Board action, no Board Member shall make any statement or give the appearance or indicate in any way that he or she is representing the Oversight Board.

(b) Administrative Staff

Members of the Administrative Staff shall observe the same rules of procedure and decorum applicable to Oversight Board Members. Any Administrative Staff desiring to address the Oversight Board or members of the public shall first be recognized by the Presiding Officer. All remarks shall be addressed to the Presiding Officer and not to any one individual Oversight Board Member or member of the public.

(c) Public

Members of the public attending Oversight Board meetings shall observe the same rules of order and decorum applicable to the Oversight Board.

Any person wishing to address the Oversight Board shall, before speaking, announce his/her actual name, city of residence, but such address need not be disclosed publicly if to do so would violate the privacy interests of the speaker. Any person while addressing the Oversight Board making obscene, slanderous, impertinent, profane, or similarly offensive and disruptive remarks, or who engages in loud, boisterous, or other disorderly conduct, which disrupts, disturbs, or otherwise impedes the orderly conduct of the public meeting; and any person, while attending the Oversight Board meeting, making unauthorized remarks from the audience, or stamping their feet, whistling, yelling, or making similar demonstrations which disrupts, disturbs, or otherwise impedes the orderly conduct of the public meeting, shall, at the discretion of the Presiding Officer, or a majority of the Oversight Board, be barred from further audience before the Oversight Board during that meeting and/or be removed from the room Aggravated cases shall be prosecuted on an appropriate complaint signed by the Presiding Officer.

(d) As set forth in Cal. Govt. Code § 54957.9, in the event that a meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the Board Members may order the meeting room cleared and continue in session. Only matters appearing on the Agenda may be considered in such a session. Duly accredited representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. Nothing in this section shall prohibit the Oversight Board from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

(e) All Oversight Board Members are subject to the provisions of California Law, such as Chapter 7, Title 9, of the California Government Code, relative to conflicts of interest, and to Conflict of Interest Codes adopted by resolution of the Oversight Board. Any Oversight Board Member prevented from voting because of a conflict of interest, shall refrain from debate and voting. Such Board Member shall leave the meeting room during debate and voting on the issue, but shall be free to address the Oversight Board as a private citizen on the matter.

(f) As a matter of preferred protocol and courtesy to fellow Oversight Board Members, no Board Member normally should speak more than once upon any one subject until every other Board Member choosing to speak thereon has spoken and no Board Member should speak for an excessive length of time each time he has the floor, without the approval of the majority vote of the Oversight Board.

(g) Any Board Member shall have the right to express dissent from or protest to any action of the Council and have the reason entered in the minutes.

If such dissent or protest is desired to be entered in the minutes, this should be made clear by language such as "I would like the minutes to show that I am opposed to this action for the following reasons..."

(h) In presiding over Oversight Board meetings, the Presiding Officer shall decide all questions of interpretation of these rules, points of order or other questions of procedure, requiring rulings. Any such decision or ruling shall be final unless overridden or suspended by a majority vote of the Oversight Board present and voting.

(i) No person except Oversight Board Officials shall be permitted behind the Oversight Board dais without permission or consent of the Presiding Officer.

3.5 ADDRESSING THE OVERSIGHT BOARD.

(a) Speaker cards shall be available at the meeting, and persons desiring to address the Oversight Board shall be requested to complete a card and give it to the Clerk/Secretary to the beginning of the public comment period. The Clerk/Secretary shall give all speaker cards to the Presiding Officer, who shall call each person to the microphone. The person recognized by the Presiding Officer shall proceed to the podium.

(b) All remarks and questions shall be addressed to the Presiding Officer and not to any individual Board Member other person. No person shall enter into any discussion without being recognized by the Presiding Officer.

(c) Persons who have not completed a speaker card shall identify themselves to the Clerk Secretary as wishing to speak prior to the beginning of the public comment period. Those persons shall be heard after the Presiding Officer has called upon all speakers who submitted a speaker card. Such persons shall state their name and city of residence for the record.

(d) Pursuant to Cal. Govt. Code § 54954.3 each agenda for a regular meeting shall provide an item entitled "Public Comment." The purpose of such items shall be to provide an opportunity for members of the public to address the Oversight Board on items contained on the agenda, and on items of general interest within the subject matter jurisdiction of the Oversight Board. In order to assure that the intent of Cal. Govt. Code § 54954.3 is carried out, five (5) minutes is the amount of time allocated for each individual speaker.

ARTICLE IV -- MOTIONS

4.1 PROCESSING OF MOTIONS.

When a motion is made and seconded, it shall be stated by the Presiding Officer before debate. A Motion so stated shall not be withdrawn by the mover without the consent of person seconding it.

4.2 MOTIONS OUT OF ORDER.

The Presiding Officer may at any time, by majority consent of the Oversight Board, permit a Board Member to introduce an resolution, or motion, out of the regular Agenda order.

4.3 DIVISION OF QUESTION.

If the question contains two or more divisible propositions, the Presiding Officer may, and upon request of a Board Member shall (unless appealed), divide the same.

4.4 PRECEDENCE OF MOTIONS.

When a motion is before the Oversight Board, no motion shall be entertained except the following which shall have precedence in the following order:

(a) Adjourn

(b) Fix Hour of Adjournment

(c) Table

(d) Limit or terminate discussion

(e) Amend

(f) Postpone

4.5 MOTION TO ADJOURN (not debatable).

A motion to adjourn shall be in order at any time, except as follows:

(a) When repeated without intervening business or discussion.

(b) When made as an interruption of a Board Member while speaking.

(c) When discussion has been ended, and vote on motion is pending.

(d) While a vote is being taken.

A motion to adjourn "to another time" shall be debatable only as to the time to which the meeting is adjourned.

4.6 MOTION TO FIX HOUR OF ADJOURNMENT.

A motion to fix the hour of adjournment shall be to set a definite time at which to adjourn and shall be undebatable and shall be unamendable except by unanimous vote.

4.7 MOTION TO TABLE.

A motion to table shall be used to temporarily by-pass the subject. A motion to table shall be undebatable and shall preclude all amendments or debate of the subject under consideration. If the motion shall prevail, the matter may be "taken from the table" at any time prior to the end of the meeting. If not taken from the table the matter shall die but may be placed on a future agenda as a new matter.

4.8 MOTION TO TERMINATE DISCUSSION OR CALL THE QUESTION.

Such a motion shall be used to limit or close debate on, or further amendments to, the main motion and shall be undebatable. If the motion fails, debate shall be reopened; if the motion passes, a vote shall be taken on the main motion.

4.9 MOTION TO AMEND.

A motion to amend shall be debatable only as to amendment. A motion to amend an amendment shall be in order, but a motion to amend an amendment to an amendment shall not be in order. An amendment modifying the intention of a motion shall be in order, but an amendment relating to a different matter shall not be in order. A substitute motion on the same subject shall be acceptable, and voted on before a vote on the amendment. Amendments shall be voted first, then the main motion as amended.

4.10 MOTION TO CONTINUE.

Motions to continue to a definite time shall be amendable and debatable as to propriety of postponement and time set.

ARTICLE V -- VOTING PROCEDURE

5.1 VOTING PROCEDURE.

In acting upon every motion, the vote shall be taken by voice or roll call or any other method by which the vote of each Board Member present can be clearly ascertained. The vote on each motion shall then be entered in full upon the record.

The Clerk/Secretary shall vary the order of voting with the Presiding Officer voting last. The Clerk/Secretary shall call the names of all Board Member seated when a roll call vote is ordered or required. Board Member shall respond "aye," "no," or "abstain", provided that when a vote is collectively taken by voice or when a method of voting other than by voice or roll call is used, any Board Memberr not audibly and clearly responding "no" or "abstain" or otherwise registering an objection shall have his vote recorded as "aye."

5.2 VOTE REQUIRED.

Pursuant to Cal. Health and Safety Code § 34179(e) a majority vote of the total membership of the full Oversight Board is required for the Oversight Board to take any action.

5.3 ROLL CALL VOTING.

Any question before the Oversight Board shall not require a roll call vote unless demanded by any Board Member. It shall not be in order for Board Members to explain their vote during roll call. Any Board Member may change his vote before the next order of business.

5.4 FAILURE TO VOTE.

Every Board Member should vote unless disqualified for cause. If a Board Member is required to vote despite a disqualifying conflict of interest, in order to achieve a quorum, the Board Member shall state the reason which shall be recorded in the minutes.

When a vote is collectively taken by voice, any Board Member not audibly and clearly responding "no" or "abstain" shall have his or her vote recorded as "aye."

5.5 RECONSIDERATION.

Except for votes regarding matters which are quasi-judicial in nature or matters which require a noticed public hearing, the Oversight Board may reconsider any vote taken either at the same meeting or at a subsequent meeting provided that there has not been detrimental reliance on the prior decision by a person affected thereby or that an action has been taken as a part of the earlier decision which would be impossible to undo. The motion to reconsider must be made by a Board Member who voted on the prevailing side, must be seconded and requires a majority vote of the quorum for passage, regardless of the vote required to adopt the motion being reconsidered. If the motion to reconsider is successful, the matter to be reconsidered takes no special preference over other pending matters and any special voting requirements related thereto still apply. Except pursuant to a motion to reconsider, once a matter has been determined and voted upon, the same matter cannot be brought up again.

5.6 MOTION TO RESCIND.

Any Board Member, regardless of how he/she voted on the item originally, may move to rescind an action taken at a previous meeting in order to strike out an entire motion, resolution, rule, bylaw, section, or paragraph that has been adopted except in the following circumstances:

a) When there has been detrimental reliance on the original decision by a party affected thereby;

b) When something has been done, as a result of the original decision, which it would be impossible to undo;

c) When the item is in the nature of a contract and the other party to the contract has been informed of the vote and has taken action in reliance thereon which cannot be undone.

After a motion to rescind has once been acted upon, no other motion to rescind shall be made without unanimous consent of the Oversight Board.

5.7 TIE VOTES.

Tie votes shall be lost motions. When all Board Members are present, a tie vote on whether to grant an appeal from official action shall be considered a denial of such appeal, unless the Council takes other action to further consider the matter. If a tie vote on any matter results at a time when less than all members of the Oversight Board are present, the matter shall automatically be continued to the agenda of the next regular meeting of the Oversight, unless otherwise ordered by the Oversight Board.

ARTICLE VI -- RESOLUTIONS

6.1 RESOLUTIONS PREPARED IN ADVANCE.

Where a resolution has been prepared in advance, the procedure shall be: motion, second, discussion, vote pursuant to the methods prescribed above, and the result declared. It shall not be necessary or required to read a resolution in full or by title except to identify it.

6.2 RESOLUTIONS NOT PREPARED IN ADVANCE.

Where a resolution has not been prepared in advance, the procedure shall be to instruct the Clerk/Secretary to prepare a resolution for presentation at the next Oversight Board meeting.

6.3 URGENCY RESOLUTIONS.

In matters of urgency, a resolution may be presented verbally in motion form together with instructions for written preparation for later execution. After the resolution has been verbally stated, the voting procedure described above shall be followed.

ARTICLE VII -- AMENDMENTS

7.1 The Bylaws and Rules of Procedure of the Oversight Board may be amended by the Oversight Board at any regular or special meeting by a vote of the majority of the Oversight Board Members, provided that no such amendment shall be adopted unless at least seven days' written notice thereof has been previously given to all Board Members of the Oversight Board. Such notice shall identify the section or sections of the Bylaws and Rules of Procedure proposed to be amended.

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Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21st Century

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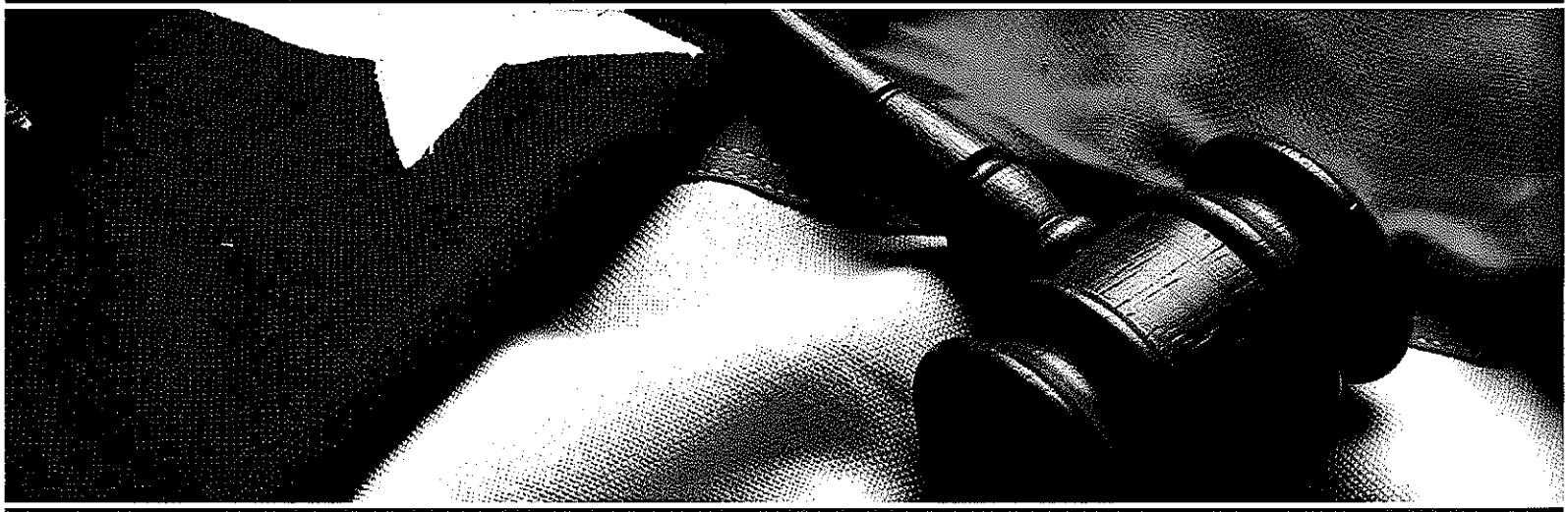

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About *Western City* Magazine

Western City is the League of California Cities' monthly magazine. *Western City* provides lively, interdisciplinary analyses of issues affecting local governance. Its goal is to offer immediately practical ideas, information and bigger-picture policy issues and trends. For more information, visit www.westerncity.com.

"Rosenberg's Rules of Order" first appeared in *Western City* magazine in August and September 2003.

About the Author

Dave Rosenberg is an elected county supervisor representing the 4th District in Yolo County. He also serves as director of community and intergovernmental relations, director of operations, and senior advisor to the governor of California. He has served as a member and chair of numerous state and local boards, both appointed and elected, and also served on the Davis City Council for 12 years, including two terms as mayor. He has taught classes on parliamentary procedure and has served as parliamentarian for large and small governing bodies. In the fall of 2003, Gov. Davis appointed Rosenberg as a judge of the Yolo County Superior Court.

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Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21st Century

by Dave Rosenberg

The rules of procedure at meetings should be simple enough for most people to understand. Unfortunately, that hasn't always been the case. Virtually all clubs, associations, boards, councils and bodies follow a set of rules, *Robert's Rules of Order*, which are embodied in a small but complex book. Virtually no one I know has actually read this book cover to cover.

Worse yet, the book was written for another time and purpose. If you are running the British Parliament, *Robert's Rules of Order* is a dandy and quite useful handbook. On the other hand, if you're running a meeting of a five-member body with a few members of the public in attendance, a simplified version of the rules of parliamentary procedure is in order. Hence, the birth of "Rosenberg's Rules of Order."

This publication covers the rules of parliamentary procedure based on my 20 years of experience chairing meetings in state and local government. These rules have been simplified and slimmed down for 21st century meetings, yet they retain the basic tenets of order to which we are accustomed.

"Rosenberg's Rules of Order" are supported by the following four principles:

1. **Rules should establish order.** The first purpose of the rules of parliamentary procedure is to establish a framework for the orderly conduct of meetings.
2. **Rules should be clear.** Simple rules lead to wider understanding and participation. Complex rules create two classes: those who understand and participate and those who do not fully understand and do not fully participate.
3. **Rules should be user-friendly.** That is, the rules must be simple enough that citizens feel they have been able to participate in the process.
4. **Rules should enforce the will of the majority while protecting the rights of the minority.** The ultimate purpose of the rules of procedure is to encourage discussion and to facilitate decision-making by the body. In a democracy, the majority rules. The rules must enable the majority to express itself and fashion a result, while permitting the minority to also express itself (but not dominate) and fully participate in the process.

The Chairperson Should Take a Back Seat During Discussions

While all members of the governing body should know and understand the rules of parliamentary procedure, it is the chairperson (chair) who is charged with applying the rules of conduct. The chair should be well versed in those rules, because the chair, for all intents and purposes, makes the final ruling on the rules. In fact, all decisions by the chair are final unless overruled by the governing body itself.

Because the chair conducts the meeting, it is common courtesy for the chair to take a less active role than other members of the body in debates and discussions. This does *not* mean that the chair should not participate in the debate or discussion. On the contrary, as a member of the body, the chair has full rights to participate in debates, discussions and decision-making. The chair should, however, strive to be the last to speak at the discussion and debate stage, and should not make or second a motion unless he or she is convinced that no other member of the body will do so.

> There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire to move on.

The Basic Format for an Agenda Item Discussion

Formal meetings normally have a written, published agenda; informal meetings may have only an oral or understood agenda. In either case, the meeting is governed by the agenda and the agenda constitutes the body's agreed-upon road map for the meeting. And each agenda item can be handled by the chair in the following basic format.

First, the chair should clearly announce the agenda item number and should clearly state what the subject is. The chair should then announce the format that will be followed.

Second, following that agenda format, the chair should invite the appropriate people to report on the item, including any recommendation they might have. The appropriate person may be the chair, a member of the governing body,

a staff person, or a committee chair charged with providing information about the agenda item.

Third, the chair should ask members of the body if they have any technical questions for clarification. At this point, members of the governing body may ask clarifying questions to the people who reported on the item, and they should be given time to respond.

Fourth, the chair should invite public comments or, if appropriate at a formal meeting, open the meeting to public input. If numerous members of the public indicate a desire to speak to the subject, the chair may limit the time of each public speaker. At the conclusion of the public comments, the chair should announce that public input has concluded (or that the public hearing, as the case may be, is closed).

Fifth, the chair should invite a motion from the governing body members. The chair should announce the name of the member who makes the motion.

Sixth, the chair should determine if any member of the body wishes to second the motion. The chair should announce the name of the member who seconds the motion. It is normally good practice for a motion to require a second before proceeding with it, to ensure that it is not just one member of the body who is interested in a particular approach. However, a second is not an absolute requirement, and the chair can proceed with consideration and a vote on the motion even when there is no second. This is a matter left to the discretion of the chair.

Seventh, if the motion is made and seconded, the chair should make sure everyone understands the motion. This is done in one of three ways:

1. The chair can ask the maker of the motion to repeat it;
2. The chair can repeat the motion; or
3. The chair can ask the secretary or the clerk of the body to repeat the motion.

Eighth, the chair should now invite discussion of the motion by the members of the governing body. If there is no desired discussion or the discussion has ended, the chair should announce that the body will vote on the motion. If there has been no discussion or a very brief discussion, the vote should proceed immediately, and there is no need to repeat the motion. If there has been substantial discussion, it is normally best to make sure everyone understands the motion by repeating it.

Debate on policy is healthy; debate on personalities is not. The chair has the right to cut off discussion that is too personal, too loud or too crude.

Ninth, the chair takes a vote. Simply asking for the "ayes" and then the "nays" is normally sufficient. If members of the body do not vote, then they "abstain." Unless the rules of the body provide otherwise or unless a super-majority is required (as delineated later in these rules), a simple majority determines whether the motion passes or is defeated.

Tenth, the chair should announce the result of the vote and should announce what action (if any) the body has taken. In announcing the result, the chair should indicate the names of the members, if any, who voted in the minority on the motion. This announcement might take the following form: "The motion passes by a vote of 3-2, with Smith and Jones dissenting. We have passed the motion requiring 10 days' notice for all future meetings of this governing body."

Motions in General

Motions are the vehicles for decision-making. It is usually best to have a motion before the governing body prior to discussing an agenda item, to help everyone focus on the motion before them.

Motions are made in a simple two-step process. First, the chair recognizes the member. Second, the member makes a motion by preceding the member's desired approach with the words: "I move ..." A typical motion might be: "I move that we give 10 days' notice in the future for all our meetings."

The chair usually initiates the motion by:

1. Inviting the members to make a motion: "A motion at this time would be in order."
2. Suggesting a motion to the members: "A motion would be in order that we give 10-days' notice in the future for all our meetings."
3. Making the motion.

As noted, the chair has every right as a member of the body to make a motion, but normally should do so only if he or she wishes a motion to be made but no other member seems willing to do so.

The Three Basic Motions

Three motions are the most common:

1. **The basic motion.** The basic motion is the one that puts forward a decision for consideration. A basic motion might be: "I move that we create a five-member committee to plan and put on our annual fundraiser."
2. **The motion to amend.** If a member wants to change a basic motion that is under discussion, he or she would move to amend it. A motion to amend might be: "I move that we amend the motion to have a 10-member committee." A motion to amend takes the basic motion that is before the body and seeks to change it in some way.

3. **The substitute motion.** If a member wants to completely do away with the basic motion under discussion and put a new motion before the governing body, he or she would "move a substitute motion." A substitute motion might be: "I move a substitute motion that we cancel the annual fundraiser this year."

Motions to amend and substitute motions are often confused. But they are quite different, and so is their effect, if passed.

A motion to amend seeks to retain the basic motion on the floor, but to modify it in some way.

A substitute motion seeks to throw out the basic motion on the floor and substitute a new and different motion for it.

The decision as to whether a motion is really a motion to amend or a substitute motion is left to the chair. So that if a member makes what that member calls a motion to amend, but the chair determines it is really a substitute motion, the chair's designation governs.

When Multiple Motions Are Before The Governing Body

Up to three motions may be on the floor simultaneously. The chair may reject a fourth motion until the three that are on the floor have been resolved.

When two or three motions are on the floor (after motions and seconds) at the same time, the *first* vote should be on the *last* motion made. So, for example, assume the first motion is a basic "motion to have a five-member committee to plan and put on our annual fundraiser." During the discussion of this motion, a member might make a second motion to "amend the main motion to have a 10-member committee, not a five-member committee, to plan and put on our annual fundraiser." And perhaps, during that discussion, a member makes yet a third motion as a "substitute motion that we not have an annual fundraiser this year." The proper procedure would be as follows.

First, the chair would deal with the *third* (the last) motion on the floor, the substitute motion. After discussion and debate, a vote would be taken first on the third motion. If the substitute motion *passes*, it would be a substitute for the basic motion and would eliminate it. The first motion would be moot, as would the second motion (which sought to amend the first motion), and the action on the agenda item would be complete. No vote would be taken on the first or second motions. On the other hand, if the substitute motion (the third motion) *failed*, the chair would proceed to consideration of the second (now the last) motion on the floor, the motion to amend.

If the substitute motion failed, the chair would then deal with the second (now the last) motion on the floor, the motion to amend. The discussion and debate would focus strictly on the amendment (should the committee be five or 10 members). If the motion to amend *passed*, the chair would now move to consider the main motion (the first motion) as *amended*. If the motion to amend failed, the chair would now move to consider the main motion (the first motion) in its original format, not amended.

Third, the chair would now deal with the first motion that was placed on the floor. The original motion would either be in its original format (five-member committee) or, if amended, would be in its amended format (10-member committee). And the question on the floor for discussion and decision would be whether a committee should plan and put on the annual fundraiser.

To Debate or Not to Debate

The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the body. The debate can continue as long as members of the body wish to discuss an item, subject to the decision of the chair that it is time to move on and take action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the body to move on. The following motions are *not* debatable (that is, when the following motions are made and seconded, the chair must immediately call for a vote of the body without debate on the motion):

A motion to adjourn. This motion, if passed, requires the body to immediately adjourn to its next regularly scheduled meeting. This motion requires a simple majority vote.

A motion to recess. This motion, if passed, requires the body to immediately take a recess. Normally, the chair determines the length of the recess, which may range from a few minutes to an hour. It requires a simple majority vote.

> The challenge for anyone chairing a public meeting is to accommodate public input in a timely and time-sensitive way, while maintaining steady progress through the agenda items.

A motion to fix the time to adjourn. This motion, if passed, requires the body to adjourn the meeting at the specific time set in the motion. For example, the motion might be: "I move we adjourn this meeting at midnight." It requires a simple majority vote.

A motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to

be placed on "hold." The motion may contain a specific time in which the item can come back to the body: "I move we table this item until our regular meeting in October." Or the motion may contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the body will have to be taken at a future meeting. A motion to table an item (or to bring it back to the body) requires a simple majority vote.

A motion to limit debate. The most common form of this motion is to say: "I move the previous question" or "I move the question" or "I call for the question." When a member of the body makes such a motion, the member is really saying: "I've had enough debate. Let's get on with the vote." When such a motion is made, the chair should ask for a second to the motion, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a two-thirds vote of the body. Note that a motion to limit debate could include a time limit. For example: "I move we limit debate on this agenda item to 15 minutes." Even in this format, the motion to limit debate requires a two-thirds vote of the body. A similar motion is a *motion to object to consideration of an item.* This motion is not debatable, and if passed, precludes the body from even considering an item on the agenda. It also requires a two-thirds vote.

If you are running the British Parliament, *Robert's Rules of Order* is a dandy and quite useful handbook.

Majority and Super-Majority Votes

In a democracy, decisions are made with a simple majority vote. A tie vote means the motion fails. So in a seven-member body, a vote of 4-3 passes the motion. A vote of 3-3 with one abstention means the motion fails. If one member is absent and the vote is 3-3, the motion still fails.

All motions require a simple majority, but there are a few exceptions. The exceptions occur when the body is taking an action that effectively cuts off the ability of a minority of the body to take an action or discuss an item. These extraordinary motions require a two-thirds majority (a super-majority) to pass:

Motion to limit debate. Whether a member says, "I move the previous question," "I move the question," "I call for the question" or "I move to limit debate," it all amounts to an attempt to cut off the ability of the minority to discuss an item, and it requires a two-thirds vote to pass.

Motion to close nominations. When choosing officers of the body, such as the chair, nominations are in order either from a nominating committee or from the floor of the body. A motion to close nominations effectively cuts off the right of the minority to nominate officers, and it requires a two-thirds vote to pass.

Motion to object to the consideration of a question. Normally, such a motion is unnecessary, because the objectionable item can be tabled or defeated straight up. However, when members of a body do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable, and it requires a two-thirds vote to pass.

Motion to suspend the rules. This motion is debatable, but requires a two-thirds vote to pass. If the body has its own rules of order, conduct or procedure, this motion allows the body to suspend the rules for a particular purpose. For example, the body (a private club) might have a rule prohibiting the attendance at meetings by non-club members. A motion to suspend the rules would be in order to allow a non-club member to attend a meeting of the club on a particular date or on a particular agenda item.

The Motion to Reconsider

There is a special and unique motion that requires a bit of explanation all by itself: the motion to reconsider. A tenet of parliamentary procedure is finality. After vigorous discussion, debate and a vote, there must be some closure to the issue. And so, after a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to reconsider is made.

A motion to reconsider requires a majority vote to pass, but there are two special rules that apply only to the motion to reconsider.

First is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon or at the very next meeting of the body. A motion to reconsider made at a later time is untimely. (The body, however, can always vote to suspend the rules and, by a two-thirds majority, allow a motion to reconsider to be made at another time.)

Second, a motion to reconsider may be made only by certain members of the body. Accordingly, a motion to reconsider may be made only by a member who voted *in the majority* on the original motion. If such a member has a change of heart, he or she may make the motion to reconsider (any other member of the body may second the motion). If a member who voted *in the minority* seeks to make the motion to reconsider, it must be ruled out of order. The purpose of this rule is finality. If a member of the minority could make a motion to reconsider, then the item could be brought back to the body again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the body, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

Courtesy and Decorum

The rules of order are meant to create an atmosphere where the members of the body and the members of the public can attend to business efficiently, fairly and with full participation. And at the same time, it is up to the chair and the members of the body to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is always best for every speaker to be first recognized by the chair before proceeding to speak.

The chair should always ensure that debate and discussion of an agenda item focus on the item and the policy in question, not on the personalities of the members of the body. Debate on policy is healthy; debate on personalities is not. The chair has the right to cut off discussion that is too personal, too loud or too crude.

Debate and discussion should be focused, but free and open. In the interest of time, the chair may, however, limit the time allotted to speakers, including members of the body. Can a member of the body interrupt the speaker? The general rule is no. There are, however, exceptions. A speaker may be interrupted for the following reasons:

Privilege. The proper interruption would be: "Point of privilege." The chair would then ask the interrupter to "state your point." Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person's ability to hear.

Order. The proper interruption would be: "Point of order." Again, the chair would ask the interrupter to "state your point." Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting; for example, if the chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

Appeal. If the chair makes a ruling that a member of the body disagrees with, that member may appeal the ruling of the chair. If the motion is seconded and after debate, if it passes by a simple majority vote, then the ruling of the chair is deemed reversed.

Call for orders of the day. This is simply another way of saying, "Let's return to the agenda." If a member believes that the body has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the chair discovers that the agenda has not been followed, the chair simply reminds the body to return to the agenda item properly before them. If the chair fails to do so, the chair's determination may be appealed.

Withdraw a motion. During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other member may make the motion if properly recognized.

Special Notes About Public Input

The rules outlined here help make meetings very public-friendly. But in addition, and particularly for the chair, it is wise to remember three special rules that apply to each agenda item:

Rule One: Tell the public what the body will be doing.

Rule Two: Keep the public informed while the body is doing it.

Rule Three: When the body has acted, tell the public what the body did.

Public input is essential to a healthy democracy, and community participation in public meetings is an important element of that input. The challenge for anyone chairing a public meeting is to accommodate public input in a timely and time-sensitive way, while maintaining steady progress through the agenda items. The rules presented here for conducting a meeting are offered as tools for effective leadership and as a means of developing sound public policy. ▩

It is usually best to have a motion before the governing body prior to discussing an agenda item, to help everyone focus.

Motions to amend and substitute motions are often confused. But they are quite different, and so is their effect, if passed.

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