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**POLICY CATEGORY: 2. GOVERNANCE AND BOARD PROCESSES**

**POLICY TYPE: 2.C. LEGAL AND ETHICAL ACCOUNTABILITY**

**POLICY TITLE: 2.C.3 *Rules of Order***

Approved by Board of Directors – 1/26/16

Board meetings will be efficient, orderly and fair, consistent with the bylaws and these policies, with the Chair presiding.

1. Board meetings will be conducted with punctuality and decorum.
2. Board meetings shall be called to order at the time specified in the notice of meeting(or as pre-arranged) and upon satisfaction of quorum.
3. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
4. Board members must keep their comments relevant to the issue under consideration.
5. A majority vote will decide all motions before the board except those matters in the by-laws, which oblige a higher level of approval.
6. Board meetings will be conducted at a level of informality considered appropriate by the Chair, yet with predictable discipline.
7. Discussion of a matter not on the previously distributed agenda may not occur prior to a proposal that action be taken on the matter.
8. Proposals that the board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a board member, discussed, and then voted on. Motions, except those brought by a committee, require a second to proceed to discussion and subsequent vote.
9. The Chair may not engage in debate unless the Chair-Elect or another board member chairs that portion of the meeting. The Chair may vote on any matter to be decided.
10. A motion to amend a main motion may be amended but third level amendments are out of order.
11. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.
12. Board members may speak to a pending motion on as many occasions, and at such length, as the Chair may reasonably allow.
13. A vote on a motion shall be taken when discussion ends but any board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
14. A motion to adjourn a board meeting may be offered by any board member or, on the conclusion of all business, adjournment of the meeting may be declared by the Chair.
15. When further rules of order are to be developed by the board, the board will consider the Standard Code of Parliamentary Procedure as a resource guide.