

### **BASIC PROCEDURES FOR BOARD MEETINGS**

1. The presiding officer can ascertain unanimous consent by verbally asking whether any individual Board member who is participating in the meeting has an objection to a proposed action. If any Board member expresses an objection to the proposed action, the proposed action may be stated as a motion and voted upon.
2. A motion stated by one Board member may (but is not required to) be seconded by any other Board member. After a motion has been made and seconded, no individual board member (including the Board member who made the motion) may unilaterally withdraw or unilaterally amend the motion. Instead, any amendment to or withdrawal of the motion requires a majority vote or a showing of unanimous consent.
3. If any motion has been made but not seconded, any Board member may “call for a second” any time prior to a vote being taken. If a pending motion is not seconded after such a “call for a second” has been made, then the minutes of the meeting shall reflect that the motion failed for lack of a second, and the presiding officer shall continue the meeting without further discussion over and without conducting a vote on that failed motion.
4. After a main motion has been made, and particularly after a main motion has received a second, a Board member may use procedures such as a motion to amend, a motion to postpone, or a motion to withdraw if the Board member has a desire to potentially avoid reaching a direct vote on the main motion as it was originally stated.
5. Except for parliamentary motions that are considered non-debatable (e.g., a motion to adjourn), the Board will conduct orderly debate on proposed action prior to voting. If a Board member wishes to immediately close or set a specific time limit on debate on a pending motion or the pending item of business and, thereafter, cause the Board to move to a vote on the pending motion or item of business, the Board member’s non-debatable motion to close or limit debate requires approval by a 2/3 vote of the Board members who are present at the meeting.
6. After the Board has taken a vote on an item of business at any meeting and if, at the same meeting there is a desire to reconsider the earlier decision (whether it passed or failed), the proper motion to make is a motion to reconsider. A motion to reconsider may only be made by a Board member who voted on the prevailing side of the original vote. *Robert’s Rules* provide further guidance regarding the form and procedures for motions to reconsider.
7. If the Board took action at a previous meeting and there is a desire to void such prior action and to potentially revisit the issue, then, provided that the prior action was of a type that can legally be rescinded, the proper procedure is to (1) include the subject matter in question on the agenda and notice of a future Board meeting, and (2) at such future meeting, any Board member may make a motion to rescind the Board’s prior action. *Robert’s Rules* further define the form and procedures for a motion to rescind prior action. There is generally no need to rescind a previous motion that failed, because a failed motion results in no action having been taken.

**ADOPTED:** January 12, 2017