

## MEETINGS

### PURPOSE

Club meetings are the primary way in which the club conducts business and communicates among members. These policies and procedures ensure that bylaw and state requirements are observed and that club meetings are orderly, efficient, and harmonious so that the best ideas of all participants are brought out and the club moves toward accomplishing its goals.

### POLICIES

1. Membership meetings are required to elect<sup>1</sup> or recall directors<sup>2</sup> and officers,<sup>3</sup> to vote on bylaw changes,<sup>4</sup> and to approve major expenditures.<sup>5</sup>
2. At board meetings, directors conduct business and make decisions to fulfill their responsibility to provide stewardship of the club and to manage club affairs. The chair may invite input from members for relevant facts and information.
3. All meetings shall have minutes. For each topic, the minutes record the result(s) of any vote(s) and/or what next step was decided.

### PROCEDURES

#### I. Scheduling Meetings

1. **Board meetings:** The schedule for board of director meetings is set at their annual meeting,<sup>6</sup> the first board meeting following the annual membership meeting.<sup>7</sup>
2. **Membership meetings:** The February meeting is the annual meeting.<sup>8</sup> The schedule for membership meetings is set at the annual meeting.<sup>9</sup> The schedule can be changed by a vote of the membership at any membership meeting.<sup>10</sup>
3. **Notice of meetings:**
  - a. **Regular meetings:** If the schedule for regular board or membership meetings changes, the secretary will give notice to members: by email if available, by a notice in the Glide newspapers, and by a notice on the club website. Before each meeting, notice of the date and time is posted on the Glide Community Center reader board. No other notice is needed for regular, scheduled meetings.<sup>11</sup>
  - b. **Annual meeting and meetings for bylaw change elections:** Notice is provided by email if available and by regular mail for members without an email address. Notice should be provided at least 7 and no more than 60 days before the meeting.<sup>12</sup> The notice of the annual meeting includes information about the election for the board of directors<sup>13</sup> and the deadline for members to renew their memberships in order to be eligible to vote. The notice of any meeting at which bylaw amendments are to be approved must contain a description of the proposed amendments.<sup>14</sup>
4. **Special Board Meetings** can be called by the president. A special board meeting can also be requested by at least two directors, and then must be called by the President or Secretary.<sup>15</sup> Notice of the place, date, time, and purpose must be provided to all directors in person or by phone, email, or regular mail at least 7 days before the meeting. The meeting can be held with less notice if all directors attend.<sup>16</sup>
5. **Special Membership Meetings** may be called by the board of directors or the President. They also can be requested by at least 5% of the membership or 10 members (whichever is smaller) by sending a written request to the Secretary specifying the reason for the meeting.<sup>17</sup> In that case, a special meeting must be scheduled by the President or Secretary within 30 days.<sup>18</sup> Notice of the place, date, time, and purpose of a special meeting must be provided to all members at least seven days in advance, by email if available or regular mail.<sup>19</sup>
6. **Action Between Meetings:** If a decision or action must be taken and there is not time to wait for a

regular board meeting, any of the following methods may be used:

- a. A special meeting can be called, as in #4 above.
- b. A conference telephone call can be set up among the directors.<sup>20</sup>
- c. An electronic meeting can be set up among the directors (for example, with instant messaging software such as Yahoo Messenger).<sup>21</sup>
- d. All directors can unanimously sign (actually or electronically) a written statement of the action to be taken. This is considered a vote and should be included in the minutes of the next regular meeting.<sup>22</sup>
- e. The officers of the Club can make the decision or action.<sup>23</sup> They should take into account any direction previously provided by the full board and should report their action to the board at its next meeting.

If options b or c are used, these are considered meetings as long as a quorum of the directors participates. The notice rules for special meetings (#4 above) should be used. Directors should be informed that an official meeting is taking place, and the meeting should be conducted and minutes taken as with any other meeting.<sup>24</sup>

## **II. Preparing the Agenda**

1. The Secretary prepares meeting agendas based on unresolved business from the previous meeting, new business that has arisen, the Calendar of Critical Business, and requests from directors or members. Anyone wanting to place an item on the agenda should contact the Secretary at least 48 hours before the meeting.
2. The normal order of business for a board of directors' meeting, is:
  - Call to order
  - Request for additional agenda items
  - Reading of previous minutes, call for corrections, approval
  - Treasurer's report,<sup>25</sup> call for questions
  - Special presentations (by representatives of other organizations)
  - Review Calendar of Critical Business
  - Committee reports
  - Unfinished business
  - New business
  - Correspondence (if unrelated to another agenda item)
  - Adjournment
3. The normal order of business for a membership meeting, including the annual meeting, is:
  - Call to order
  - Request for additional agenda items
  - Reading of previous minutes, call for corrections, approval if corrected
  - Treasurer's report,<sup>26</sup> call for questions
  - Special presentations (by representatives of other organizations)
  - Report of board activity
  - Committee reports
  - Unfinished business
  - New business
  - Correspondence (if unrelated to another agenda item)
  - Announcements
  - Adjournment

If a board of directors' meeting has been held immediately before the membership meeting, with members attending, any items already covered in the directors' meeting can be skipped.

4. The Secretary sends agendas by email 24 hours in advance of the meeting to all directors and members with an email address.<sup>27</sup> The agenda is also distributed at the meeting.

### **III. Beginning the Meeting**

1. Tables and chairs are arranged before the meeting.
  - For a board meeting, the directors sit together so they can easily see and hear one another. Observers may sit anywhere except at the directors' tables.
  - At a membership meeting, the chair and recording secretary sit at the front of the room and everyone else sits in the assembly.
2. Meetings begin promptly if a quorum is present. If a quorum is not present, business cannot be conducted.
  - For a board meeting, a quorum is more than half the directors.<sup>28</sup>

# of Directors	3	4	5	6	7	8	9
Quorum	2	3	3	4	4	5	5

- For a membership meeting, those present constitute a quorum.<sup>29</sup>
3. Meetings are chaired by the President, or the Vice-President if the President is absent.<sup>30</sup> If both are absent, at a membership meeting the members choose a chairperson,<sup>31</sup> and at a board meeting another member of the board pre-arranged by the President acts as chair.<sup>32</sup>
  4. For a membership meeting, someone is appointed by the chair to bring the microphone to whoever has the floor.

### **IV. Discussions and Keeping Order**

The chair keeps order at all meetings. (See Attachment 1, Basic Parliamentary Procedures.) This includes:

1. The meeting follows the agenda.
2. Discussion is limited to the motion on the floor or the agenda item under consideration.
3. Only one person may speak at a time, after recognition by the chair.

### **V. Motions**

1. For the board or membership to make a decision, there must be a motion, a second, and a vote. Decisions of the board are made at board meetings; decisions of the membership are made at membership meetings.
2. If modifications to the wording of the motion are suggested, the chair asks the person making the motion if the changes are acceptable. If not, the original wording stands.
3. Before the vote, the recording secretary reads aloud the motion in question.

### **VI. Minutes**

1. Meeting minutes are taken by the Secretary, or if the secretary is absent, a secretary of the meeting chosen by the secretary in advance or appointed by the Chair.<sup>33</sup> The object of the minutes is to report what was done by the assembly, not everything that is said.<sup>34</sup>

2. The minutes record the following items:<sup>35</sup>
  - Kind of meeting (membership, board, regular, special, annual)
  - Date of meeting and place, if different from usual
  - Starting time
  - Names of the chair and secretary or their substitutes
  - For a board meeting, which directors are present and which are absent
  - Summary of routine opening business: reading and approval of minutes of previous meeting, treasurer's report, correspondence, special presentations, committee reports
  - Summary of each agenda item
  - Exact wording of each motion; the name of the member who introduced it; whether it passed or not; and the number of votes on each side (if a count is taken)<sup>36</sup> If the motion authorizes an expenditure, the amount, purpose, and the individual(s) responsible.<sup>37</sup>
  - Adjournment time
  - Attachments: Any reports submitted at the meeting
3. The Secretary provides printed copies of the minutes to attendees at the next meeting. Any corrections made at that meeting are incorporated into the official minutes. Corrected and approved minutes are posted on the club bulletin board and sent to the webmaster for posting on the website. Members can obtain past minutes on the website or by contacting the Secretary.
4. Minutes of all membership and board minutes are kept as permanent records.<sup>38</sup>

**NOTES:**

1. Bylaws, Article 3, Section 5, ORS 65.311 (1).
2. Bylaws, Article 4, Section 15.
3. Bylaws, Article 5, Section 7.
4. Bylaws, Article 12.
5. Minutes, membership meeting, 10/15/2009.
6. Bylaws, Article 4, Section 6.
7. Bylaws, Article 4, Section 5.
8. Bylaws, Article 3, Section 5.
9. Bylaws, Article 3, Section 5.
10. Bylaws, Article 3, Section 5.
11. ORS 65.344 (1).
12. ORS 65.214 (3) a.
13. ORS 65.214 (3) b.
14. ORS 54.214 (3) b.
15. Bylaws, Article 4, Section 7.
16. Bylaws, Article 4, Section 8.
17. Bylaws, Article 3, Section 7.
18. ORS 65.204 (3).
19. Bylaws, Article 3, Section 8; ORS 65.214 (3).
20. ORS 65.337 (3) a.
21. ORS 65.337 (3) b.
22. ORS 65.341.
23. Bylaws, Article 6.
24. ORS 65.337 (4).
25. Bylaws, Article 5, Section 6.
26. Bylaws, Article 5, Section 6.
27. Bylaws, Article 5, Section 5.
28. Bylaws, Article 4, Section 9.
29. Bylaws, Article 3, Section 11.
30. Bylaws, Article 3, Section 13; Bylaws, Article 5, Sections 3 and 4.
31. Bylaws, Article 3, Section 13.
32. Bylaws, Article 5, Section 3.
33. Bylaws, Article 3, Section 13.
34. Roberts Rules of Order, Section 60, paragraph 4.
35. The first four items and the reading and approval of minutes are from Roberts Rules of Order, Section 60, paragraph 1.
36. Roberts Rules of Order, Section 60.
37. Finance Policies and Procedures, Procedure II (3).
38. ORS 65.771(1).

**ATTACHMENT 1  
BASIC PARLIAMENTARY PROCEDURE**

**STARTING THE MEETING**

The **chair** says, “The board (membership) meeting will come to order.”

**MINUTES**

1. The **secretary** reads the minutes.
2. The **chair** says, “Are there any corrections?”
3. If no corrections– The **chair** says, “If there are no corrections, then the minutes are approved as read.” (A vote is not required on the approval.)
4. If members state corrections– The **chair** says, “Are there any more corrections? The minutes are approved as corrected.” ( If there is disagreement about the correction, a motion and vote are needed.)

**TREASURER’S REPORT**

1. The **treasurer** reads the treasurer’s report.
2. The report is NOT approved. The **chair** goes on to the next agenda item.

**AGENDA ITEMS**

The **chair** guides the assembly through the agenda, calling for each item in order and moving to the next as soon as each one is finished.

The **chair** looks for people who wish to speak and calls on them in turn.

Guidelines for discussion:

- Only one person at a time may speak and must first be recognized by the chair.
- After a motion, the first person to speak should be the person who made the motion.
- After that, the **chair** should alternate between those favoring and those opposing the motion.
- The **chair** should give preference to people who have not yet spoken about this subject and to people who seldom speak up.
- The **chair** should stop people who change the subject of discussion.
- The **chair** should avoid participating in the discussion unless necessary. The **chair’s** primary role is to manage the discussion fairly.

**MOTIONS**

The sequence is: Motion - Second - Debate - Vote.

Somebody who suggests an action or decision should phrase it as a motion.

If that has not happened, the **chair** should ask for a motion. “Would someone like to make a motion to . . .”

1. A member raises hand and is recognized by the **chair**.
2. Member says “I move that . . . “
3. Another member says, “I second the motion” or just “Second.”
4. The **chair** says, “It has been moved and seconded that . . . “ and repeats the motion clearly.
5. The **chair** says, “Is there any discussion?”
6. The **chair** manages the discussion, following the guidelines above.

7. When there is no more discussion, or when people are repeating previous comments: The **chair** says, “Are we ready to vote?” When there is general assent, the **chair** directs the **secretary** to read the motion. Then, “All in favor say aye (*or* raise your hands). All opposed?”
8. The **chair** says, “The motion passed” or “The motion failed.”

**ENDING THE MEETING**

1. The **chair** says, “Is there any more business?”
2. If not – The **chair** says, “Since there is no further business, this meeting is adjourned.” (A vote is not required.)