



2017

Board Chairman's Guide



Chapter Leadership Training

NMA...THE Leadership Development
Organization

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INTRODUCTION

The Chairman of the Board occupies a key leadership position that is considerably different from other leadership positions. First, it is important that the board recognize that it has a special role to play. While the board must be concerned about the current chapter operation, and how well this year's program is being accomplished. It also must address how the current operation is contributing to the long range purpose of the chapter. The Board Chairman has the responsibility to focus the board's attention on that responsibility. This requires a combining the efforts of the board with those of the officers and their team. Last but not least, the Board Chairman must conduct the meetings of in an effective and efficient manner.

The Chairman's success in the role will be measured by the manner in which the meetings are conducted. Conducting board meetings requires a great deal of finesse because the decisions the board makes are group decisions. The Chairman should not make those decisions alone but rather guide the board by facilitating an open dialog. The chair has one vote and one opinion just like everyone else and the responsibility for chairing the board meetings does not change that. In fact, in some cases, the chairman only votes when there is a tie (consult Roberts Rules if you need more information).

There is a special skill required in blending together the talents of the board members in a way that will contribute to the overall progress of the NMA chapter.

PREPARING FOR YOUR FIRST BOARD MEETING

The first major task facing you as the new chairman of the board is to get your board organized and molded into a working body. This is no easy task, but you do have some things going for you and some steps to take to speed up the process.

If your board members are elected on a staggered basis (half elected each year) they will experience a shorter delay in reaching full operational level. This comes about because half the board members already have some experience. These incumbents can carry a little extra load until the new board members are familiar with their responsibilities.

The effect is further enhanced because new board members learn more quickly by observing and participating with the experienced incumbents in an on-the-job training situation. Of course, the quicker the new board members take an active part in the board deliberations, the sooner the board assumes its new personality and characteristics.

ORIENTATION OF NEW BOARD MEMBERS

You can further accelerate the process of forming a working board if each new board member receives adequate orientation prior to the first board meeting. This should be a carefully structured program that is your responsibility to plan and execute.

1. Welcome
Immediately after election, each new board member should receive a welcome and offer of assistance from you. Maybe the best method is to connect in a personal way. Doing this makes the new member feel important to the board, and tends to establish the board as a top function of the organization.
2. Meet Jointly with New Board Members
At the time you initially meet with the new board members, make sure they understand the work of the board and you can answer any questions. It is a good idea to give the new board members an onboarding packet (described below) to review rules and procedures concerning the board.
3. Orientation Session of the Board-Delete entire section and renumber
4. Board Member's Kit
Much of the background material a board member needs is available online. Naturally, you will want the content to reflect your organization, but here are some suggested items you may want to include:
 - a. Chapter's goals and objectives
 - b. Current annual report
 - c. Constitution and bylaws
 - d. Previous year's expenses and current budget
 - e. Descriptive literature on the various programs of the Association-remove
 - f. Organization chart
 - g. Complete set of minutes from the past year
 - h. Board Member's Guide
 - i. Board Manual (described on page 9)

APPOINT A RECORDING SECRETARY

It is your responsibility to appoint a recording secretary who takes minutes of the board meetings. A new secretary can be appointed for each meeting or someone can be asked to assume this responsibility for the year. Minutes should be drafted by the secretary and submitted to you so that you can review them for accuracy and completeness. If they meet your understanding of the meeting, they can be

duplicated and distributed to the other board members. These should be completed as soon after a meeting as possible because many thoughts are quickly lost even when notes have been taken.

APPOINT A PARLIAMENTARIAN-

You should have at least a working knowledge of parliamentary procedures. It is also good practice to appoint a parliamentarian who has the background or is willing to study the subject thoroughly. A meeting can get stalled easily by confusion over a technicality on procedure. To aid you in this vital subject most bookstores carry copies of Robert's Rules of Order. Also see Appendix A of this guide for some common procedures from Robert's Rules of Order, 10th edition.

CHAIRING THE MEETING

FREQUENCY OF MEETINGS

It is customary for boards to meet on a monthly basis. Whatever the frequency, it is important that the meetings be held at regular intervals. You are encouraged seek out substantial and meaningful subjects that will challenge the talents of the board and keep the board in its rightful realm.

LENGTH OF MEETINGS

The duration of board meetings will depend on:

1. The size of the board
2. The subject matter
3. The manner in which the meeting is organized

A recommended timeframe is 90 minutes to keep board members engaged, allot appropriate time per agenda item, and to allow for discussion.

WAYS TO IMPROVE BOARD MEETINGS

Boards perform many functions and engage in a number of activities. Here are six techniques you can use to improve board meetings:

1. Establish Routine
The patterns and procedures of the board meetings should be standardized. For example, it should not be necessary for the board to set time, place, and frequency of regular membership meetings; the procedure should be documented in the organization's by-laws and policy manual.

2. Meeting Content

Agendas must be planned to include all the business to be considered at the meeting and the approximate length of time needed for each item. The agenda with, all supporting information and material should be sent to all board members well in advance of the meeting date. If the board members have a chance to examine the material prior to the meeting, then their participation in the deliberations will be more meaningful. Better decisions will be made more quickly.

3. Preparation

In addition to the agenda, a necessary step is preparing for the board meeting is reports and those presenting reports. Examples of reports to be presented to the board are:

- President's
- Treasurer's
- Sub-committee
- Secretary/Meeting Minutes

The person most familiar with the subject matter (example-treasurer should have the responsibility for summarizing it for the board. You should alert persons presenting reports to the board that they should be fully prepared and have their material documented. All board documents should be made available for advance distribution with the agenda.

4. Presentation

5. Discussion

Discussion is active participation that creates involvement and a sense of responsibility on the part of the members. The conversation is directed to and among all the board and the participants feel rewarded and stimulated.

6. Informality

CHAIRMAN'S RESPONSIBILITY

The ultimate responsibility for making effective meetings falls on you, the chairman. Just how you will do this will vary somewhat with your individuality as well as the situation. You should be clearly in control of the meetings. However, your own views must be contained so that they do not appear out of proportion with the rest of the board. You must be sure all board members are free to express their own views. Lastly, you should see that any decision is arrived at by following board procedures.

SELECTING THE CHAIRMAN OF THE BOARD

Since the board is responsible for establishing its own structure and procedures, it brings up an important point: Who should be chairman of the board?

Many practices are followed, each with its advantages. One common practice is to have the immediate past president become chairman. The advantage is that person has fresh in his or her mind, the operations of the organization and a carry-over of enthusiasm to keep the organization moving. The disadvantage is that there might be a tendency to direct the new president too strongly and, in effect, retain reins of operational control.

Another approach is the separation of responsibilities between officers and the board. This provides an appropriate balance in the leadership of the organization. However, it is recommended that the president be a member of the board. The president is the operational chief and the person through whom the board works in getting things done during the year. This arrangement improves communications and general efficiency.

If the past president is not recommended for board chairman, then who should be? The logical approach is for the board to elect one of its own members. The advantage is that this places the board in an objective position to evaluate the effectiveness of the total operations. Further, such a chairman has only one hat to wear and can keep his or her mind on the organization should proceed.

BOARD MANUAL

Every board member should have access to Board materials. These materials are prepared and maintained by the board and remains the property of the board even though access is given to each individual on the board for the duration of his or her term. This is reference material containing vital information for each board member.

Typical Contents of a Board Material are:

1. Description of the Goals and Objectives of the organization
2. The organization's constitution and bylaws

3. Annual schedule, or plan of work, of the board
4. List of all the organization's leaders, complete with their home addresses and telephone numbers, as well as, their company telephone numbers and email addresses
5. List of all departments and sub-committees of the organization, along with a statement of the function and membership of each
6. Statement of policies of the board and the organization

BOARD CHECKLIST

I. **Logistics**

1. The physical arrangements of meeting room, chairs, heat, lights, etc.
2. Distribution of agendas, minutes, reports
3. Survey the board members to make sure there are no conflicts with the location for meetings

II. **Selection of Board MEMBERSHIP**

1. Are the members of the board experienced and active members of the chapter?
2. Are the diverse interests of the membership represented by the board members?
3. Are the members of the board interested and involved in the work of the board?
4. Do board members have a sense of progress and accomplishment?
5. Is board membership regarded as a learning opportunity?
6. Are the relationships between the board members open and friendly?
7. Are there good relationships between the board members and the officers?

III. **FUNCTIONS**

1. Is there a clear understanding of the difference in function between board membership, officer positions, and committees?
2. Do the board members have a good understanding of how the activities of the organization help to achieve the goals and objectives of the organization?
3. Does the board formulate goals to guide its work?

IV. **DECISION-MAKING**

1. Is there a balance of focus on problem solving and policy development?
2. Are decisions on policy made only after a full and complete discussion?
3. Are decisions primarily made by leader, minority, majority, or consensus?

4. In formulating policy, are conflicts avoided or explored fully?

MEETING ACCORDING TO ROBERT'S RULES

We have included on page 12 of this booklet, some common references from Robert's Rules of Order . We suggest that these rules be applied in business meetings of your organization, Board of Directors meetings, committee meetings, chapter business meetings, etc.

A SUGGESTED ORDER OF BUSINESS

1. Have previous minutes (already distributed by the secretary) corrected if necessary and accepted by a main motion to that effect and carried by a majority vote.
2. Hear the reports of standing and special committees.
3. Take up unfinished business.
4. Take up new business.
5. Adjourn the meeting.

HANDLING A MOTION

- | | |
|-------------|---|
| Member: | Standing to get recognition and addressing the chair. |
| Chair: | "The chair recognizes....." |
| 1st Member: | "I move that....." (use wording for motion being made) |
| Chair: | "The motion has been made that...." "Is there a second?" (if second is necessary) |
| 2nd Member: | "I second the motion." |
| Chair: | "It has been moved and seconded that (repeat motion)." "Is there any discussion?" (if motion allows discussion) |
| Chair: | "Are you ready for the questions?" (pause) "All in favor of the motion that..... (re-state entire motion) say aye (pause) All opposed say no (pause) the (aye's or no's) have it, and the motion is (carried or defeated)." |

INTRODUCTION TO ROBERT'S RULES OF ORDER

WHAT PARLIAMENTARY PROCEDURE IS

It is a set of rules for conduct at meetings, that allows everyone to be heard and to make decisions without confusion

WHY PARLIAMENTARY PROCEDURE IS IMPORTANT

Because it's a time tested method of conducting business at meetings and public gatherings. It can be adapted to fit the needs of any organization. Today, Robert's Rules of Order newly revised is the basic handbook of operation for most clubs, organizations and other groups. So it's important that everyone know these basic rules!

Organizations using parliamentary procedure usually follow a fixed order of business. Below is a typical example:

1. Call to order.
2. Roll call of members present.
3. Reading of minutes of last meeting.
4. Officers reports.
5. Committee reports.
6. Special orders --- Important business previously designated for consideration at this meeting.
7. Unfinished business.
8. New business.
9. Announcements.
10. Adjournment.

The method used by members to express themselves is in the form of moving motions. A motion is a proposal that the entire membership take action or a stand on an issue. Individual members can:

1. Call to order.
2. Second motions.
3. Debate motions.
4. Vote on motions.

FOUR BASIC TYPES OF MOTIONS

1. **Main Motions:** The purpose of a main motion is to introduce items to the membership for their consideration. They cannot be made when any other motion is on the floor, and yield to privileged, subsidiary, and incidental motions.

2. **Subsidiary Motions:** Their purpose is to change or affect how a main motion is handled, and is voted on before a main motion.
3. **Privileged Motions:** Their purpose is to bring up items that are urgent about special or important matters unrelated to pending business.
4. **Incidental Motions:** Their purpose is to provide a means of questioning procedure concerning other motions and must be considered before the other motion.

HOW MOTIONS ARE PRESENTED

1. Obtaining the floor
 - a. Wait until the last speaker has finished.
 - b. Rise and address the Chairman by saying, "Mr. Chairman, or Mr. President."
 - c. Wait until the Chairman recognizes you.
2. Make Your Motion
 - a. Speak in a clear and concise manner.
 - b. Always state a motion affirmatively. Say, "I move that we ..." rather than, "I move that we do not ...".
 - c. Avoid personalities and stay on your subject.
3. Wait for Someone to Second Your Motion
4. Another member will second your motion or the Chairman will call for a second.
5. If there is no second to your motion it is lost.
6. The Chairman States Your Motion
 - a. The Chairman will say, "it has been moved and seconded that we ..." Thus placing your motion before the membership for consideration and action.
 - b. The membership then either debates your motion, or may move directly to a vote.
 - c. Once your motion is presented to the membership by the chairman it becomes "assembly property", and cannot be changed by you without the consent of the members.
7. Expanding on Your Motion
 - a. The time for you to speak in favor of your motion is at this point in time, rather than at the time you present it.
 - b. The mover is always allowed to speak first.
 - c. All comments and debate must be directed to the chairman.
 - d. Keep to the time limit for speaking that has been established.
 - e. The mover may speak again only after other speakers are finished, unless called upon by the Chairman.
8. Putting the Question to the Membership
 - a. The Chairman asks, "Are you ready to vote on the question?"
 - b. If there is no more discussion, a vote is taken.
 - c. On a motion to move the previous question may be adapted.

VOTING ON A MOTION

The method of vote on any motion depends on the situation and the by-laws of policy of your organization. There are five methods used to vote by most organizations, they are:

1. By Voice -- The Chairman asks those in favor to say, "aye", those opposed to say "no". Any member may move for an exact count.
2. By Roll Call -- Each member answers "yes" or "no" as his name is called. This method is used when a record of each person's vote is required.
3. By General Consent -- When a motion is not likely to be opposed, the Chairman says, "if there is no objection ..." The membership shows agreement by their silence, however if one member says, "I object," the item must be put to a vote.
4. By Division -- This is a slight verification of a voice vote. It does not require a count unless the chairman so desires. Members raise their hands or stand.
5. By Ballot -- Members write their vote on a slip of paper, this method is used when secrecy is desired.

TWO OTHER MOTIONS COMMONLY USED THAT RELATE TO VOTING

1. Motion to Table -- This motion is often used in the attempt to "kill" a motion. The option is always present, however, to "take from the table", for reconsideration by the membership.
2. Motion to Postpone Indefinitely -- This is often used as a means of parliamentary strategy and allows opponents of motion to test their strength without an actual vote being taken. Also, debate is once again open on the main motion.

Parliamentary Procedure is the best way to get things done at your meetings. But, it will only work if you use it properly.

1. Allow motions that are in order.
2. Have members obtain the floor properly.
3. Speak clearly and concisely.
4. Obey the rules of debate.

Most importantly, ***BE COURTEOUS.***

ROBERT'S RULES OF ORDER - SUMMARY VERSION

FOR FAIR AND ORDERLY MEETINGS & CONVENTIONS

Provides common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of ALL business is controlled by the general will of the whole membership - the right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate - to act according to its considered judgment AFTER a full and fair "working through" of the issues involved. Robert's Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should "undue strictness" be allowed to intimidate members or limit full participation.

The fundamental right of deliberative assemblies require all questions to be thoroughly discussed before taking action!

The assembly rules - they have the final say on everything!

Silence means consent!

- Obtain the floor (the right to speak) by being the first to stand when the person speaking has finished; state Mr./Madam Chairman. Raising your hand means nothing, and standing while another has the floor is out of order! Must be recognized by the Chair before speaking!
- Debate cannot begin until the Chair has stated the motion or resolution and asked "are you ready for the question?" If no one rises, the chair calls for the vote!
- Before the motion is stated by the Chair (the question) members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.
- The "immediately pending question" is the last question stated by the Chair! Motion/Resolution - Amendment - Motion to Postpone
- The member moving the "immediately pending question" is entitled to preference to the floor!
- No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once!
- All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives!
- The agenda and all committee reports are merely recommendations! When presented to the assembly and the question is stated, debate begins and changes occur!

THE RULES

- **Point of Privilege:** Pertains to noise, personal comfort, etc. - may interrupt only if necessary!
- **Parliamentary Inquiry:** Inquire as to the correct motion - to accomplish a desired result, or raise a point of order
- **Point of Information:** Generally applies to information desired from the speaker: "I should like to ask the (speaker) a question."
- **Orders of the Day (Agenda):** A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules)
- **Point of Order:** Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made
- **Main Motion:** Brings new business (the next item on the agenda) before the assembly
- **Divide the Question:** Divides a motion into two or more separate motions (must be able to stand on their own)
- **Consider by Paragraph:** Adoption of paper is held until all paragraphs are debated and amended and entire paper is satisfactory; after all paragraphs are considered, the entire paper is then

open to amendment, and paragraphs may be further amended. Any Preamble cannot be considered until debate on the body of the paper has ceased.

- **Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions
- **Withdraw/Modify Motion:** Applies only after question is stated; mover can accept an amendment without obtaining the floor
- **Commit /Refer/Recommit to Committee:** State the committee to receive the question or resolution; if no committee exists include size of committee desired and method of selecting the members (election or appointment).
- **Extend Debate:** Applies only to the immediately pending question; extends until a certain time or for a certain period of time
- **Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time
- **Postpone to a Certain Time:** State the time the motion or agenda item will be resumed
- **Object to Consideration:** Objection must be stated before discussion or another motion is stated
- **Lay on the Table:** Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending
- **Take from the Table:** Resumes consideration of item previously "laid on the table" - state the motion to take from the table
- **Reconsider:** Can be made only by one on the prevailing side who has changed position or view
- **Postpone Indefinitely:** Kills the question/resolution for this session - exception: the motion to reconsider can be made this session
- **Previous Question:** Closes debate if successful - may be moved to "Close Debate" if preferred
- **Informal Consideration:** Move that the assembly go into "Committee of the Whole" - informal debate as if in committee; this committee may limit number or length of speeches or close debate by other means by a 2/3 vote. All votes, however, are formal.
- **Appeal Decision of the Chair:** Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business
- **Suspend the Rules:** Allows a violation of the assembly's own rules (except Constitution); the object of the suspension must be specified

ROBERT'S RULES OF ORDER MOTIONS CHART

Based on *Robert's Rules of Order Newly Revised (10th Edition)*

Part 1, Main Motions. These motions are listed in order of precedence. A motion can be introduced if it is higher on the chart than the pending motion. § indicates the section from Robert's Rules.

§	PURPOSE:	YOU SAY:	INTERRUPT?	2ND?	DEBATE?	AMEND?	VOTE?
§21	Close meeting	I move to adjourn	No	Yes	No	No	Majority
§20	Take break	I move to recess for ...	No	Yes	No	Yes	Majority
§19	Register complaint	I rise to a question of privilege	Yes	No	No	No	None
§18	Make follow agenda	I call for the orders of the day	Yes	No	No	No	None
§17	Lay aside temporarily	I move to lay the question on the table	No	Yes	No	No	Majority
§16	Close debate	I move the previous question	No	Yes	No	No	2/3
§15	Limit or extend debate	I move that debate be limited to ...	No	Yes	No	Yes	2/3
§14	Postpone to a certain time	I move to postpone the motion to ...	No	Yes	Yes	Yes	Majority
§13	Refer to committee	I move to refer the motion to ...	No	Yes	Yes	Yes	Majority
§12	Modify wording of motion	I move to amend the motion by ...	No	Yes	Yes	Yes	Majority
§11	Kill main motion	I move that the motion be postponed indefinitely	No	Yes	Yes	No	Majority
§10	Bring business before assembly (a main motion)	I move that [or "to"] ...	No	Yes	Yes	Yes	Majority

Part 2, Incidental Motions. No order of precedence. These motions arise incidentally and are decided immediately.

§	PURPOSE:	YOU SAY:	INTERRUPT?	2ND?	DEBATE?	AMEND?	VOTE?
§23	Enforce rules	Point of Order	Yes	No	No	No	None
§24	Submit matter to assembly	I appeal from the decision of the chair	Yes	Yes	Varies	No	Majority
§25	Suspend rules	I move to suspend the rules	No	Yes	No	No	2/3
§26	Avoid main motion altogether	I object to the consideration of the question	Yes	No	No	No	2/3
§27	Divide motion	I move to divide the question	No	Yes	No	Yes	Majority
§29	Demand a rising vote	I move for a rising vote	Yes	No	No	No	None
§33	Parliamentary law question	Parliamentary inquiry	Yes	No	No	No	None
§33	Request for information	Point of information	Yes	No	No	No	None

Part 3, Motions That Bring a Question Again Before the Assembly. No order of precedence. Introduce only when nothing else is pending.

§	PURPOSE:	YOU SAY:	INTERRUPT?	2ND?	DEBATE?	AMEND?	VOTE?
§34	Take matter from table	I move to take from the table ...	No	Yes	No	No	Majority
§35	Cancel previous action	I move to rescind ...	No	Yes	Yes	Yes	2/3 or Majority with notice
§37	Reconsider motion	I move to reconsider ...	No	Yes	Varies	No	Majority

