



Westside Toastmasters is located in Los Angeles and Santa Monica, California

## Article 11-A. The Order of a Business Meeting.

### 63. Session

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#### **63. A Session**

A session of an assembly is a meeting which, though it may last for days, is virtually *one meeting*, as a session of a convention; or even months, as a session of Congress; it terminates by an "adjournment sine die (without day)." The intermediate adjournments from day to day, or the recesses taken during the day, do not destroy the continuity of the meetings, which in reality constitute one session. Any meeting which is not an adjournment of another meeting commences a new session. In the case of a permanent organization, whose by-laws provide for regular meetings every week, month, or year, for example, each meeting constitutes a separate session of the organization, which session, however, can be prolonged by adjourning to another day.

In this Manual the term *Meeting* is used to denote an assembling of the members of a deliberative assembly for any length of time, during which there is no separation of the members except for a recess of a few minutes, as the morning meetings, the afternoon meetings, and the evening meetings, of a convention whose session lasts for days. A "meeting" of an assembly is terminated by a temporary adjournment or a recess for a meal, etc.; a "session" of an assembly ends with an adjournment without day, and may consist of many meetings. So an adjournment to meet again at some other time, even the same day, unless it was for only a few minutes, terminates the meeting, but not the session, which latter includes all the adjourned meetings. The next meeting, in this case, would be an "adjourned meeting" of the same session.

In ordinary practice a meeting is closed by moving simply "to adjourn;" the organization meets again at the time provided either by the rules or by a resolution of the organization. If it does not meet till the time for the next regular meeting as provided in the by-laws, then the adjournment closes the session, and was in effect an adjournment without day. If, however, it had previously fixed the time for the next meeting, either by a direct vote or by adopting a program of exercise covering several meetings, or even days, in either case the adjournment is in effect to a certain time, and while closing the meeting does not close the session.

In such common expressions as quarterly meeting and annual meeting the word meeting is used in the sense of the parliamentary *session*, and covers all the adjourned meetings. Thus, business that legally must be done at the annual meeting may be done at any time during the

session beginning at the time specified for the annual meeting, though the session, by repeated adjournments, may last for days. The business may be postponed to the next regular meeting, if desired.

Under Renewal of Motions [38] is explained what motions can be repeated during the same session, and also the circumstances under which certain motions cannot be renewed until after the close of the next succeeding session.

A rule or resolution of a permanent nature may be adopted by a majority vote at any session of an organization, and it will continue in force until it is rescinded. But such a standing rule does not materially interfere with the rights of a future session, as by a majority vote it may be suspended so far as it affects that session; and, it may be rescinded by a majority vote, if notice of the proposed action was given at a previous meeting, or in the notice of the meeting; or, without any notice, it may be rescinded by a majority of the entire membership, or by a two-thirds vote. If it is desired to give greater stability to a rule it is necessary to place it in the constitution by-laws, or rules of order, all of which are so guarded by requiring notice of amendments, and at least a two-thirds vote for their adoption, that they are not subject to sudden changes, and may be considered as expressing the deliberate views of the whole organization, rather than the opinions or wishes of any particular meeting.

In case of the illness of the presiding officer the assembly cannot elect a chairman pro tem. to hold office beyond the session, unless notice of the election was given at the previous meeting or in the call for this meeting. So it is improper for an assembly to postpone anything to a day beyond the next succeeding session, and thus attempt to prevent the next session from considering the question. On the other hand, it is not permitted to move the reconsideration of a vote taken at a previous session, though the motion to reconsider can be called up, provided it was made during the previous session in an organization having meetings as often as quarterly. Committees can be appointed to report at a future session.

**Notes On A Session.** -- In Congress, and in fact all legislative bodies, the limits of the sessions are clearly defined; but in regular organizations having a permanent existence, with regular meetings more or less frequent, there appears to be some confusion upon the subject. Any organization is competent to decide what shall constitute one of its sessions, but, where there is no rule on the subject, the common parliamentary law would make each of its regular or special meetings a separate session, as they are regarded in this Manual.

The disadvantages of a rule making a session include all the meetings of an ordinary organization, held during a long time, as one year, are very great. If an objection to the consideration of a question as been sustained, or if a question has been adopted, or rejected, or postponed indefinitely, the question cannot again be brought before the assembly for its consideration during the same session. If a session lasted for a long period, a temporary majority could forestall the permanent majority, and introduce and act on a number of questions favored by the majority, and thus prevent the organization from dealing with those subjects for the long period of the session. If members of any organization take advantage of the freedom allowed by considering each regular meeting a separate session, and repeatedly renew obnoxious or unprofitable motions, the organization can adopt a rule prohibiting the second introduction of any main question within, say, three months after its rejection, or indefinite postponement, or after the organization has refused to consider it. But generally it is better to suppress the motion by refusing to consider it [23].

## 64. A Quorum

A quorum of an assembly is such a number as must be present in order that business can be legally transacted. The quorum refers to the number present, not to the number voting. The quorum of a mass meeting is the number present at the time, as they constitute the membership at that time. The quorum of a body of delegates, unless the by-laws provide for a smaller quorum, is a majority of the number enrolled as attending the convention, not those appointed. The quorum of any other deliberative assembly with an enrolled membership (unless the by-laws provide for a smaller quorum) is a majority of all the members. In the case, however, of an organization, like many religious ones, where there are no annual dues, and where membership is for life (unless it is transferred or the names are struck from the roll by a vote of the organization) the register of members is not reliable as a list of the bona fide members of the organization, and in many such organizations it would be impossible to have present at a business meeting a majority of those enrolled as members. Where such organizations have no by-law establishing a quorum, the quorum consists of those who attend the meeting, provided it is either a stated meeting or one that has been properly called.

In all regular organizations the by-laws should provide for a quorum as large as can be depended upon for being present at all meetings when the weather is not exceptionally bad. In such an assembly the chairman should not take the chair until a quorum is present, or there is no prospect of there being a quorum. The only business that can be transacted in the absence of a quorum is to take measures to obtain a quorum, to fix the time to which to adjourn, and to adjourn, or to take a recess. Unanimous consent cannot be given when a quorum is not present, and a notice given then is not valid. In the case of an annual meeting, where certain business for the year, as the election of officers, must be attended to during the session, the meeting should fix a time for an adjourned meeting and then adjourn.

In an assembly that has the power to compel the attendance of its members, if a quorum is not present at the appointed hour, the chairman should wait a few minutes before taking the chair. In the absence of a quorum such an assembly may order a call of the house [\[41\]](#) and thus compel attendance of absentees, or it may adjourn, providing for an adjourned meeting if it pleases.

In committee of the whole the quorum is the same as in the assembly; if it finds itself without a quorum it can do nothing but rise and report to the assembly, which then adjourns. In any other committee the majority is a quorum, unless the assembly order otherwise, and it must wait for a quorum before proceeding to business. Boards of trustees, managers, directors, etc., are on the same footing as committees as regards a quorum. Their power is delegated to them as a body, and their quorum, or what number shall be present, in order that they may act as a board or committee, cannot be determined by them, unless so provided in the by-laws.

While no question can be decided in the absence of a quorum excepting those mentioned above, a member cannot be interrupted while speaking in order to make the point of no quorum. The debate may continue in the absence of a quorum until some one raises the point while no one is speaking.

While a quorum is competent to transact any business, it is usually not expedient to transact important business unless there is a fair attendance at the meeting, or else previous notice of such action has been given.

Care should be taken in amending the rule providing for a quorum. If the rule is struck out first, then the quorum instantly becomes a majority of all the members, so that in many organizations it would be nearly impracticable to secure a quorum to adopt a new rule. The proper way is to amend by striking out certain words (or the whole rule) and inserting certain other words (or the new rule), which is made and voted on as one question.

### Dealing With The Absence Of A Quorum

No matter what the reason, sometimes too few members show up for a meeting. When this happens, you have options however they are limited.

All is not lost if you are quorumless. Four measures can be taken during a meeting in which a quorum is not present. You can:

- **Fix the time to which to adjourn.** Doing so makes it possible for the meeting to continue on a later day, after you have chased down enough people to achieve a quorum.
- **Adjourn.** You can call it quits for the time being and wait for the next regular meeting.
- **Recess.** Sometimes achieving a quorum is as simple as taking a short break to go out into the hall and round up more members; then you can proceed with the business of the assembly. Recess is often used when attendees wander out of the meeting room in the middle of a meeting and suddenly somebody notices that there are not enough members in the room anymore.
- **Take other measures to assemble a quorum.** You can, for example, appoint a committee to go make calls and round up enough members for your business meeting. While you are waiting for additional members to arrive, you can continue with the program or a scheduled speaker. A motion to do something to achieve a quorum is treated as a privileged motion and takes precedence over a motion to recess.

Even if you have to make a decision about an urgent issue in the absence of a quorum, any action you take is at your own risk and not binding on the organization. If the membership does not agree that you had taken the right action, or even if they agree but vote against a motion to ratify your action, you are at risk for any of the consequences; financially, legally, or otherwise!

The motion to ratify allows the group to approve, by majority vote at a regular meeting (or properly called special meeting) with a quorum, your action and adopt it as the action of the group. After that happens, you and the others are off the hook, and your action is no longer null and void.

**Notes On A Quorum.** -- After all the members of an organization have had reasonable notice of a meeting, and ample opportunity for discussion, if a majority of the total membership of the organization come to a certain decision, that must be accepted as the action or opinion of that body. But, with the exception of a body of delegates, it is seldom that a vote as great as a majority of the total membership of a large voluntary organization can be obtained for anything, and consequently there has been established a common parliamentary law principle, that if a bare majority of the membership is present at a meeting properly called or provided for, a majority vote (which means a majority of those who vote) shall be sufficient to

make the act the act of the body, unless it suspends a rule or a right of a member (as the right to introduce questions and the right of free discussion before being required to vote on finally disposing of a question) and that a two-thirds vote shall have the power to suspend these rules and rights.

This gives the right to act for the organization to about one-fourth of its members in ordinary cases, and to about one-third of its members in case of suspending the rules and certain rights. But it has been found impracticable to accomplish the work of most voluntary organizations if no business can be transacted unless a majority of the members is present. In large organizations, meeting weekly or monthly for one or two hours, it is the exception when a majority of the members is present at a meeting, and therefore it has been found necessary to require the presence of only a small percentage of the members to enable the assembly to act for the organization, or, in other words, to establish a small quorum. In legislative bodies in this country, which are composed of members paid for their services, it is determined by the constitutions to be a majority of their members.

Congress in 1861 decided this to be a majority of the members chosen. In the English House of Commons it is 40 out of nearly 700, being about 6% of the members, while in the House of Lords the quorum is 3, or about one-half of 1% of the members. Where the quorum is so small it has been found necessary to require notice of all bills, amendments, etc., to be given in advance; and even in Congress, With its large quorum, one day's notice has to be given of any motion to rescind or change any rule or standing order.

This principle is a sound one, particularly with organizations meeting monthly or weekly for one or two hours, and with small quorums, where frequently the assembly is no adequate representation of the organization. The difficulty in such cases may be met in organizations adopting this Manual by the proper use of the motion to reconsider and have entered on the minutes as explained in [36:13](#).

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## 65. Order of Business.

It is customary for every organization having a permanent existence to adopt an order of business for its meetings. When no rule has been adopted, the following is the order:

- (1) Reading the Minutes of the previous meeting [and their approval].
- (2) Reports of Boards and Standing Committees.
- (3) Reports of Special (Select) Committees.
- (4) Special Orders.
- (5) Unfinished Business and General Orders
- (6) New Business.

The minutes are read only once a day at the beginning of the day's business. The second item includes the reports of all Boards of Managers, Trustees, etc., as well as reports of such officers as are required to make them. The fifth item includes, first, the business pending and undisposed of at the previous adjournment; and then the general orders that were on the calendar for the previous meeting and were not disposed of; and finally, matters postponed to this meeting that have not been disposed of.

The secretary should always have at every meeting a memorandum of the order of business for the use of the presiding officer, showing everything that is to come before the meeting.

The chairman, as soon as one thing is disposed of, should announce the next business in order. When reports are in order he should call for the different reports in their order, and when unfinished business is in order he should announce the different questions in their proper order, as stated above, and thus always keep the control of the business.

If it is desired to transact business out of its order, it is necessary to suspend the rules [22], which can be done by a two-thirds vote. But, as each resolution or report comes up, a majority can at once lay it on the table, and thus reach any question which it desires first to dispose of. It is improper to lay on the table or to postpone a class of questions like reports of committees, or in fact anything but the question before the assembly.

## Agendas

When it comes to creating efficient and effective meetings, one key tool is to prepare and make good use of an *agenda*, which is essentially a program or listing of the events and items of business. The agenda may be *adopted* (that is, be made binding on the meeting), or it may simply be a guide to keep the meeting on track. Adopting your agenda is sometimes a good idea because it gets everybody in agreement with the meeting plan at the beginning of the meeting.

Robert's Rules gives an order of business but doesn't mandate any particular agenda. However, the Rules do offer an agenda protocol that has been so widely used that it's almost universally accepted as a fundamental meeting plan. Not everything in the agenda shown here is necessary in every situation, and sometimes your agenda may need to be even more extensive and detailed. But this basic agenda is a great arrangement of events:

### 1. Call To Order

Start the meeting on time. A single rap of the gavel at the appointed hour and the declaration, "The meeting will come to order" is sufficient. You can't finish on time if you don't start on time, and everybody knows when the meeting starts.

### 2. Opening Ceremonies

Your group may customarily open meetings with an invocation and a recitation of the Pledge of Allegiance. The protocol is "God before country" (meaning you invoke the deity before you salute the flag), so plan to make your invocation before you say the Pledge. This part of the agenda is also the place to include any special opening fraternal rituals, a greeting given by one of your officers, or anything else that might reasonably fall under the category of ceremony.

### 3. Roll Call

If your group is a public body, or if you have a rule that certain officers must be in attendance before the meeting can proceed, this is the time to call the roll. But if you don't have a rule requiring it, don't waste your time on this item.

### 4. Consent Calendar

This item isn't used often, except in specialized organizations such as public legislative bodies or a large professional organization's house of delegates. A consent calendar

quickly processes a lot of noncontroversial items that can be disposed of quickly by placing them on a list (the consent calendar) of items to be adopted all at once. The list can also contain special preference items to be considered in order at the appropriate time. This consent calendar is usually placed in an order of business by a special rule of order, and its placement is generally of relatively high rank.

## 5. **Standard Order Of Business**

Everything on the agenda outside of the standard order of business is really just ancillary to the meeting. All the business really begins with the approval of the minutes and ends when you're finished with any new business.

## 6. **Good Of The Order**

This is a time set aside for members to offer comments or observations (without formal motions) about the organization and its work. The good of the order is also the time to offer a resolution to bring a disciplinary charge against a member for offenses committed outside of a meeting.

## 7. **Announcements**

This portion of the basic agenda sets aside time for officers (and members, when appropriate) to make announcements. However, the fact that this is an agenda item does not prevent the chair from making an emergency announcement at any time.

## 8. **Program**

If you're offering some other general presentation of interest to your members, whether it's a film, a guest speaker, a lecturer, or any other program, present it before the meeting is adjourned. If you would rather conduct the program at some other place in the agenda, it may be scheduled to take place before the minutes are read or, by suspending the rules, inserted within the standard order of business.

Guest speakers are often on tight schedules, so it's quite proper for the chair to ask for unanimous consent to place the program at any convenient place on the agenda, even if the only convenient place is within the order of business.

## 9. **Adjourn**

This part of the agenda marks the end of the meeting — time to go home. But don't leave until the chair declares the meeting adjourned, or you may just miss something important.

## **Creating a Specific Agenda**

After the general outline of an agenda is prepared, the person preparing the agenda fills in the details. Depending on the needs of the organization, this person can add items to the agenda, and he or she can use special types of agendas. The following discussion explains how to prepare an agenda in a logical manner as well as how to add optional agenda items and adopt, mail, and streamline an agenda.

When preparing the agenda, review the minutes and agenda of the previous meeting, looking for things that weren't accomplished; consult the bylaws or other rules of the organization for business that is to be done at specific meetings, like nominations and elections; and check with the officers, committee chairmen, and members to see if they have business to add to the agenda.

### **Consulting previous meeting minutes**

The most important resource for filling in agenda details is the minutes of the previous meeting. From these minutes, the agenda planner should glean any unfinished agenda items.

In agenda planning, look first for any special orders. These may be special orders that were made for the previous meeting but not disposed of before adjournment. They may be motions that were postponed and made special orders for the current meeting. Special orders are of some priority or importance. The category of special orders was created so that members can complete more important tasks before they take up any other business. Items considered special orders, and therefore of high priority, include nominations, elections of officers, and the voting of new members into membership.

After special orders comes unfinished business and general orders. (The term *old business* can be confusing and should not be used.) The first topic taken up under this category is *unfinished business*, which is any motion that was pending at the last meeting when the meeting adjourned. *Pending* means that the motion wasn't voted on but was being discussed when the meeting was adjourned.

Next is any item that was on the agenda of the previous meeting under unfinished business that the members did not have time to take up before adjournment.

Third are motions that were postponed to the previous meeting but the members didn't have time to discuss.

Fourth are general orders, which are motions that were postponed to the present meeting. The members take these up in the order in which they were made at the previous meeting.

### **Asking members for agenda items**

In addition to the minutes, the person preparing the agenda has a number of resources to consult, namely the members themselves. Consulting the board members or other officers ahead of time about the agenda items can save time. For example, when filling in the specifics under "reports of officers, boards, and committees," the president or whoever prepares the agenda should ask the appropriate people whether they have anything to report. Only those who have reports to give are put on the agenda. Doing this saves time during the meeting because the president calls on only those who have a report to give.

Under "new business," the person preparing the agenda should ask the board members or other officers if they have something that they want to put on the agenda before the meeting. Some organizations have a rule requiring that members submit any new business items to the secretary in writing before the items are included in the agenda. However, in most organizations, when there is no new business on the agenda, the chair asks the members, "Is

there any new business?" Members always have the right to present ideas to the assembly, and "new business" is the place to do it.

### **Other possibilities for agenda topics**

Most organizations incorporate some optional agenda items into their meetings. Examples of optional items are opening ceremonies, roll call, programs, announcements, and "for the good of the order."

Opening ceremonies may be a pledge to the flag, a prayer or invocation, or any ritual that is unique to the organization and has nothing to do with business. This always comes immediately after the meeting is called to order. If there is a roll call of members to record attendance or establish a quorum, it follows the opening ceremonies. The minutes are then read. Programs may include a special speaker or entertainment, and they usually follow new business. Announcements come right before adjournment.

Some organizations take time right before adjournment for the "good of the order." This segment allows members to give suggestions for improvement or to give compliments concerning the work of the organization. Usually business is not brought up during this portion of the meeting. Any ideas for new business that come from this segment are brought up at another meeting. However, if something urgent is brought to the attention of the members, a member can present it as a main motion during this segment. Until someone moves to adjourn the meeting, members can bring forward business.

### **Adopting the Agenda**

Although members may adopt the agenda at the beginning of the meeting, the agenda shouldn't tie the hands of the assembly, prevent members from bringing up business, or enable a small group to railroad through their pet projects. Agendas should have flexibility to provide for unseen things that may come up in a meeting. Some organizations want to adopt an agenda believing that they can add no further items as the meeting progresses, which is not true. If an agenda is adopted, changing it takes a two-thirds vote.

An organization can adopt an agenda only if its governing documents don't include rules of order dictating the order of a business meeting. (Rules of order unique to a particular organization are usually included with, but not part of, the bylaws.)

In some types of meetings - those that occur less than quarterly, conventions, or other sessions that may last for several days - adopting the agenda is most important. Because these meetings take place infrequently, adopting an agenda ensures that participants will accomplish the tasks on the agenda without getting sidetracked by other issues. A majority vote adopts an agenda. After it's adopted, only a two-thirds vote or general consent may change the agenda.

### **Mailing an Agenda to the Members**

Some organizations mail the agenda to their members before the meeting. The purpose is to provide members with information so that they can prepare for the meeting. However, the

agenda can still be changed before the meeting. In other words, the agenda is not binding on anyone. Items can be added before the meeting, as well as during the meeting by a motion, a second, and a two-thirds vote. Remember that an agenda is just a suggested outline or structure for the meeting. Things can change between the time the agenda is mailed to the membership and the time that the meeting takes place.

## Consent and Priority Agendas

The consent agenda (or in some cases, the consent calendar) allows members to vote on a group of items en bloc (as a group) without discussion. This is a good way to dispose of business that is noncontroversial. Approving the minutes, paying the bills, and approving customary donations are examples of noncontroversial business. For an organization to use a consent agenda, it needs to adopt a special rule of order.

The presentation of the consent agenda is established by a special rule of order and should be taken up before committee reports. If the consent agenda includes the approval of the minutes, then it should be taken up before any business is transacted. Every member should have a printed copy of the consent agenda when the presiding officer presents it. When presenting it, the chair asks if any member wants to extract an item from the consent agenda.

To extract an item, a member need only rise and request, for example, that item 3 be removed from the consent agenda. This means that the member wants to discuss and vote on this issue separately. The request does not need a second and is not discussed, and no vote is taken to remove it from the consent agenda.

After the members finish extracting items from the consent agenda, the presiding officer presents the modified consent agenda to the assembly once again and takes the vote by general consent.

The extracted items are added to the regular agenda under the proper categories for bringing up such items.

The consent agenda is useful for streamlining action on a group of items. Also useful, though in a different way, is the *priority agenda*. This type of agenda is a list of tasks to be accomplished, discussed, and voted on in the order of importance. In committee meetings and in groups or work teams that have informal meetings, a priority agenda is a good way to organize the meeting. This concept is also helpful in listing items under new business. The most important or timely topics are placed at the top of the agenda to ensure that they're done before the meeting ends.



**Westside Toastmasters is located in Santa Monica and Los Angeles, California**