

**PARLIAMENTARY LAW  
IN  
REAL-LIFE MEETINGS**

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Contents

- I. Parliamentary Procedure as “Law”
- II. Procedure: 84 Motions in Eight Minutes
- III. Practice
- IV. Ethics
- V. Tips, Tricks, and Traps

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## I. Parliamentary Procedure as “Law”

- A. Parliamentary procedure as “law”
- B. Sources of parliamentary law
  - 1. Common or “general” parliamentary law<sup>2</sup>
  - 2. Public law: constitutions, statutes, ordinances
    - a) Public law applicable to public bodies
      - (1) Federal constitution<sup>3</sup>
      - (2) State constitution<sup>4</sup>
      - (3) Statute<sup>5</sup>
      - (4) Municipal charter or ordinance
    - b) Public law applicable to private bodies<sup>6</sup>
      - (1) Business corporations<sup>7</sup>
      - (2) Political parties<sup>8</sup>

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<sup>2</sup>See generally Robert at xxv-xlv.

<sup>3</sup>See, e.g., U.S. Const., art. I, § 5 (quorum, journals, meetings, adjournment); *id.*, § 7 (procedure in passing bills and resolutions).

<sup>4</sup>See, e.g., Minn. Const., art. IV, § 7 (rules of government); *id.*, §§ 13-26.

<sup>5</sup>See, e.g., Minn. Stat. § 365.56 (parliamentary procedure in town meeting).

<sup>6</sup>See generally Dominga Rivera-Rivera, *Judicial Interpretation of Parliamentary Procedure in Associations and Clubs (AIP)*; “Court Citations,” in George Demeter, *Demeter’s Manual of Parliamentary Law and Procedure*, ch. 15 (1969).

<sup>7</sup>Minn. Stat. ch. 302A.

<sup>8</sup>Minn. Stat. § 202A.18 (“All questions concerning the manner in which a caucus is conducted or called that are not covered by statute shall be determined by *Robert’s Rules of Order* (revised) unless specified by party rules.”).

- (3) Savings associations<sup>9</sup>
3. Private “law”
  - a) Constitutions, charters, bylaws
  - b) Rules
  - c) Precedent, custom and usage
4. Parliamentary authorities
  - a) *Robert’s Rules of Order*<sup>10</sup>
  - b) Other parliamentary authorities
    - (1) Thomas Jefferson, *Manual of Parliamentary Practice* (1801)
    - (2) Luther S. Cushing, *Manual of Parliamentary Practice* (1925, reprinted 1961)
    - (3) George Demeter, *Demeter’s Manual of Parliamentary Law and Procedure* (1969)
    - (4) Lewis Deschler, *Deschler’s Rules of Order* (1976)
    - (5) Hugh Cannon, *Cannon’s Concise Guide to Rules of Order* (1995)
    - (6) Ray E. Keeseey, *Modern Parliamentary Procedure* (1994)
    - (7) Floyd M. Riddick & Miriam H. Butcher, *Riddick’s Rules of Procedure: A Modern Guide*

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<sup>9</sup>Minn. Stat. § 51A.03, subd. 2(1) (“All meetings of the members and of the board of directors shall be conducted in accordance with *Robert’s Rules of Order*.”).

<sup>10</sup>Henry M. Robert et al., *Robert’s Rules of Order Newly Revised* (10th ed. 2000) [cited as “Robert”].

*to Faster and More Efficient Meetings* (1985,  
reprinted 1991)

- (8) National Conference of State Legislatures,  
*Mason's Manual of Legislative Procedure*  
(2000)<sup>11</sup>
  - (9) Alice Sturgis, *Standard Code of Parliamentary  
Procedure* (4th ed. 2001)
5. Majorities: "Each society decides for itself the meaning of its  
bylaws"<sup>12</sup>
6. Parliamentarians
- a) American Institute of Parliamentarians  
(<http://www.parliamentaryprocedure.org/>)
  - b) National Association of Parliamentarians  
(<http://www.parliamentarians.org/>)
7. Commentary
- a) *AIP: Parliamentary Journal*
  - b) *AIP: Parliamentary Opinions*
  - c) *NAP: National Parliamentarian*

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<sup>11</sup>Updating Paul Mason, *Manual of Procedure for Legislative and Other Governmental  
Bodies* (1970).

<sup>12</sup>Robert § 56 at 570.

## **II. Procedure: 84 Motions in Eight Minutes**

- A. You already know more parliamentary procedure than you realize
  - 1. You can learn the first nine-tenths in an hour
  - 2. You already understand far more than you will ever memorize
  - 3. Parliamentary procedure makes sense — and you can usually solve a parliamentary problem by thinking it through
  
- B. Fundamental principles of parliamentary procedure
  - 1. Public law, and the organization's governing documents, trump all parliamentary rules
  - 2. Action can be taken only at a valid meeting
  - 3. Any motion is debatable unless there is a good reason not to debate it
  - 4. Any motion is amendable unless there is a good reason not to amend it
  - 5. Any motion takes a simple majority unless it interferes with somebody's rights or expectations
  - 6. Decision follows debate: All ideas are equal until the assembly votes
  
- C. Elements of a valid meeting
  - 1. Call
  - 2. Notice

### 3. Quorum

- a) Proportional quorum: buying in, signaling danger
  - (1) Default = simple majority of all the members<sup>13</sup>
- b) Interest-based quorum: representing constituencies
- c) Notice-based quorum: “The world is run by those who show up”
- d) Action in a quorum’s absence<sup>14</sup>
  - (1) Fix the time to which to adjourn
  - (2) Adjourn
  - (3) Recess
  - (4) Take measures to obtain a quorum (Call of the House)
  - (5) Minnesota corporation statutes: “If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the proportion or number otherwise required for a quorum.”<sup>15</sup>

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<sup>13</sup>See Robert § 40 at 335.

<sup>14</sup>Robert § 40 at 336.

<sup>15</sup>Minn. Stat. § 302A.235, enacted by 1981 Minn. Laws ch. 270, § 39 (eff. 7/1/82); accord Minnesota Nonprofit Corporation Act, Minn. Stat. § 317A.235, enacted by 1989 Minn. Laws ch. 304, § 40 (eff. 8/1/89).

4. Assembly

- a) The assembly acts by simple majority unless an applicable rule provides otherwise
  - (1) Simple majority = yeases outnumber noes
    - (a) disregards absentees
    - (b) disregards blanks and abstentions
  - (2) Other bases for determining result
- b) No absentee voting
- c) No proxies

D. Undebatable motions (subject to exception)

- 1. Adjourn, Recess (undebatable, but amendable)
- 2. Motions relating to debate
  - a) Close debate (= previous question)
  - b) Limit or extend the limits of debate
- 3. Point of order (but Appeal is debatable)
- 4. Withdraw, Modify
- 5. Suspend the rules

E. Unamendable motions (subject to exception)

- 1. Adjourn, Recess
- 2. Close debate (but limit or extend is amendable)
- 3. Point of order, Appeal
- 4. Withdraw, Modify
- 5. Suspend the rules

- F. Motions that take a supermajority: motions that interfere with rights or expectations
1. Parliamentary law protects the rights of:
    - a) the majority,
    - b) the minority,
    - c) the individual member,
    - d) the absentee, and
    - e) all of them together.<sup>16</sup>
  2. Amending something previously adopted interferes with the rights of absentees, so such an amendment takes either—
    - a) a two-thirds vote,
    - b) a majority plus notice, or
    - c) a majority of all the members<sup>17</sup>
  3. Suspending the rules interferes with the rights of whatever group is protected by the rules being suspended
  4. Closing or limiting debate interferes with the right to debate
  5. Extending the limits of debate interferes with the right to get to the vote and proceed to the next order of business, which is established whenever a time limit is set
- G. Other characteristics of motions
1. Rank: What does it take precedence of? What does it yield to?

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<sup>16</sup>Robert at xlvii.

<sup>17</sup>Robert § 35 at 295.

2. Is it in order when another has the floor? Can it interrupt a speaker?
3. Does it need a second?
4. Can it be reconsidered?
  - a) Reconsider = rewind

### III. Practice

- A. Planning an effective meeting
  - 1. Coordinate with your fellow officers and leaders
  - 2. For each resolution that can be anticipated, check:
    - a) Have any formal requirements (previous notice, publication, committee approval) been satisfied?
    - b) Is the resolution clear and specific? Will the members understand what they are considering?
    - c) Has the matter been considered by each interested officer and committee?
    - d) Has any opposing viewpoint been fairly considered?
    - e) Who will make the motion? Will he or she be there? Does he or she understand the motion and his or her role in proposing it?
  - 3. Script out an agenda
    - a) Is someone responsible for each item?
    - b) Is the order logical? Are the most important or interesting matters strategically placed at the beginning or end?
  - 4. Minimize the preliminary business
    - a) Call the meeting to order promptly
    - b) Reach the action calendar — a resolution on which a vote is expected, or another matter that may warrant significant debate — within 15 minutes after the call to order
    - c) Schedule reports after (or in between) the action calendar

5. Avoid wasting time
  - a) Circulate the agenda in advance, including any anticipated resolution
  - b) Set the pace with the first item
  - c) Limit reports
    - (1) Circulate each report in writing with the agenda, if possible
    - (2) Allow an oral report only if necessary
    - (3) Any oral report ought to *briefly* notify the assembly that an issue is under consideration and to invite participation in that process, but the consideration of the issue itself belongs in committee
  - d) Adjourn promptly
    - (1) Set a customary limit (ordinarily about an hour) and keep it
    - (2) Let the agenda note if the meeting may run later
6. Manage your docket
  - a) Actively monitor and manage a docket that consists of each resolution and other matter that awaits consideration
  - b) Schedule one or two significant matters per meeting
  - c) Let a matter reach the floor only after a committee has studied the details, framed the issue at the conceptual level, and reported a written resolution
  - d) Report the state of the docket, including matters for consideration at future meetings

- B. Impartiality vs. leadership
  - 1. The ethical tension
  - 2. Impartiality in the meeting trumps leadership outside the meeting
  - 3. Motions from the chair: a practical problem and three solutions
    - a) Requesting unanimous consent: “Any objection?”
    - b) “Entertaining” motions
    - c) Designated mover
    - d) A fourth solution: small boards and committees
  
- C. Leading impartially
  - 1. Deal with people, not rules
  - 2. Demystify the rules (without denying them)
  - 3. Make the members comfortable
  - 4. A motion is (almost) never just “out of order”

#### IV. Ethics<sup>18</sup>

- A. A chair's primary duty: let the majority figure out what it wants to do (especially when it doesn't know)
  - 1. Elicit relevant information
  - 2. Elicit both sides, balance the debate
  - 3. Recognize when a consensus forms
    - a) Anyone who has not made up his or her mind?
    - b) Anything that anyone can say that may change someone's mind?
    - c) If not, then close debate.
  - 4. Keep an open mind yourself
- B. Meetings without parliamentary procedure: "Too cool for the rules"
  - 1. No such thing
    - a) Many (always inexperienced) presiding officers try to curry favor with their members by holding themselves out as "too cool for the rules" or by pretending that they can run a smoother, smarter, or shorter meeting by short-circuiting parliamentary procedure
    - b) This tactic does sometimes result in a short-term gain in the presiding officer's popularity, but it inevitably results in disaster, just as if a new driver was showing off by disobeying road signs and speed limits

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<sup>18</sup>I am using the term "ethics" in its general sense, not in connection with the rules of professional conduct.

2. Fostering such disrespect for the rules generally results in any of several undesirable consequences:
  - a) The chair loses control of the meeting to a member or group who take advantage of the lack of procedure
  - b) The members cannot tell what they are voting on
  - c) The majority (or a loud minority) outshout the other members in order to get their way without bothersome deliberation
  - d) The meeting dissolves into hopeless confusion, and usually anger, as soon as a controversial matter reaches the floor
  - e) The results are called into question

C. Other unintended consequences

1. Usurping the meeting's voice
2. Undermining the institution's legitimacy
3. Dictatorship of the chair
  - a) Tyrants of genius are inevitably succeeded by scoundrels
  - b) What goes around, comes around

## V. Tips, Tricks, and Traps<sup>19</sup>

- A. Minutes: A formal motion is normally unnecessary [§ 41 at 343]
- B. Reports
  - 1. An informational report, such as a treasurer’s report, “requires no action by the assembly” [§ 48 at 459, 461]
  - 2. An auditor’s report does require adoption, since it “has the effect of relieving the treasurer of responsibility for the period covered by his report, except in case of fraud” [§ 48 at 462]
- C. Main Motions
  - 1. Voting down a main motion does *not* adopt the negative result as policy — if the assembly does not adopt a motion, then it has taken no position on the matter
    - a) A negative vote *may* reflect a member’s view on the merits
    - b) But a member may also vote against a motion because he or she believes that it is an improper subject for the assembly’s consideration — such a member would also vote against a motion adopting the opposite policy
    - c) A member may also vote against a motion for technical reasons — for example, even though the member agrees with the motion’s substance, the member may believe that it needs further study or may disagree with the means of implementing it
  - 2. A motion is out of order if adopting it leaves you in the same status quo as not adopting it [§ 10 at 100]. For example:
    - a) “That the assembly take no position”
    - b) “That the report not be adopted”

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<sup>19</sup>The bracketed citations refer to Robert.

c) “That the existing policy be reaffirmed”

3. A motion from a committee does not require a second [§ 4 at 35]
4. The chair can make and debate a motion in a small board [§ 50 at 471] or committee [§ 50 at 483]

D. Debate

1. “Pro–con” debate: Debate need alternate only “as far as possible” [*see* § 3 at 30; § 42 at 367]; debate need not alternate if no contrary speaker is seeking the floor
2. “Friendly” amendments: A “friendly amendment” cannot avoid a formal debate and vote if any member objects [§ 12 at 154]
  - a) The mover controls a motion only until the chair states the question, after which the motion belongs to the assembly and the mover cannot modify it without the assembly’s permission
3. Yielding time: “Rights in regard to debate are not transferable” [§ 43 at 376]
4. You can close debate without a motion if nobody is seeking the floor [§ 43 at 374]
5. You need not recognize a “call for the question” from a member that you have not recognized [*see* § 3 at 28]

E. Exterminating unwanted motions

1. Controlling recognition: “For what purpose does the member rise?”
2. Lay on the table: “It is out of order to move to lay a pending question on the table if there is evidently no other matter urgently requiring immediate attention” [§ 17 at 207]
3. Postpone indefinitely: Debatable, simple majority [§ 11]

4. Objection to the consideration of a question: Undebatable, two-thirds vote [§ 26]
5. Negative vote

F. Reconsideration

1. Reconsider = rewind [*see* § 37 at 307-08]
2. The mover must have voted on the prevailing side [§ 37 at 304]

G. Points of information

1. A point of information can only be made in order to seek information, not to volunteer it [§ 33 at 282-83]]
2. There is no such thing as a “point of clarification,” which is a thinly disguised form of advocacy, and thus qualifies as debate
3. A point of information may request an objective fact or an expert opinion, but may not request anyone — including the presiding officer, or the mover of a resolution — to say how he or she expects or intends a resolution to be interpreted or applied by the present or a future administration<sup>20</sup>

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<sup>20</sup>The assembly cannot control how a resolution is interpreted or applied, except by the language that it adopts. The kind of subjective expectation or intent that this rule prohibits, although it may sound authoritative (especially if it comes from the chair), is therefore mere speculation and totally nonbinding. Such speculation ought not to turn into a poor substitute for carefully drafted and clearly worded text. A member who wants a resolution to mean something that it does not clearly say cannot rely (or mislead others into relying) on speculation by the mover or the chair, and must instead offer an amendment that properly clarifies the resolution.