



# **ASHRAE SIMPLIFIED RULES OF ORDER & MEETING FUNDAMENTALS**

Updated by the Society Rules Committee: June 28, 2022, 2022  
Approved by the ASHRAE BOD: June 29, 2022

# Table of Contents

<i>Preface</i> .....	4
Principles of Parliamentary Procedure.....	5
Roll Call Vote.....	7
Challenging a Ruling of the Chair.....	7
Voting Rights of the Chair.....	7
Executive Session.....	7
How Motions are Classified.....	7
<b>Table 1. Order of Precedence of Motions.....</b>	<b>9</b>
<b>The Main Motion .....</b>	<b>10</b>
<b>Subsidiary Motions.....</b>	<b>11</b>
Postpone Indefinitely.....	11
Amend.....	11
Refer .....	13
Postpone to a Certain Time.....	13
Limit or Extend Limits of Debate.....	14
Previous Question (To Vote Immediately).....	14
Table (Lay on the Table) .....	15
<b>Privileged Motions .....</b>	<b>15</b>
<b>Orders of the Day .....</b>	<b>16</b>
Question or Point of Privilege .....	18
Recess.....	18
Adjourn.....	18
Fix Time to Which to Adjourn .....	19
<b>Incidental Motions .....</b>	<b>19</b>
Point of Order .....	20
Suspension of the Rules .....	20
Objection to the Consideration of a Question.....	20
Consideration by Paragraph or Seriatim.....	21

Division of the Meeting (Standing Vote) .....	21
Motions Related to Methods of Voting.....	21
Motions Related to Nominations .....	22
Requests and Inquiries.....	22
<b>Motions That Bring a Question Again Before the Assembly.....</b>	<b>23</b>
Take from the Table .....	24
Rescind.....	24
Reconsider.....	25
Discharge a Committee (From Further Consideration) .....	26
Adjournment.....	26
Meeting Fundamentals .....	28
<b>Preparing for a Meeting .....</b>	<b>28</b>
<b>Procedures Used in Meetings .....</b>	<b>28</b>
Quorum of Members.....	28
The Agenda .....	30
Debate on Motions .....	31
Proper Wording of a Motion .....	33
Determining Results of a Vote.....	33
Roll Call Vote.....	34
Challenging a Ruling of the Chair.....	34
Voting Rights of the Chair.....	35
Sample Order of Business.....	35
The Order of Business (Agenda).....	36
Call to Order .....	37
Adoption of the Agenda .....	37
Minutes.....	37
Executive Committee Minutes.....	38
Treasurer (If Pertinent) .....	39
Correspondence.....	39
Unfinished Business.....	39
Committee and Official Reports.....	40
New Business.....	41

Announcements.....	42
Program .....	42
Adjournment.....	42

# *Preface*

The purpose of Rules of Order is to facilitate the conduct of the business of the group and to ensure an equal opportunity for all group members to contribute and participate in conducting their business.

These Rules of Order will generally follow Roberts Rules of Order but are intentionally modified for the purpose and use in ASHRAE meetings.

## **Meeting Fundamentals**

The conduct of being the chair of a group of people and leading the meetings thereof within ASHRAE is a skill to be learned and which results in more efficient use of staff and volunteer time.

These meeting fundamentals describe common operations used in ASHRAE meetings.

# Principles of Parliamentary Procedure

1. Parliamentary procedure makes it easier for people to work together effectively and helps groups accomplish their purposes. Rules of procedure assist in the conduct of a meeting, not inhibit it.
2. Before a group can conduct its business, it requires a *quorum*. The By-laws of ASHRAE, the Rules of the Board, or a Manual of Procedures of a group specify the number of members that constitute a quorum if different than a simple majority.
3. A meeting can deal with only one matter at a time. Once a motion is before a meeting, it must be adopted or rejected by a vote, or the meeting must dispose of the question in some other way before any other business can be introduced. The various kinds of motions are assigned an order of precedence ([see Table 1](#)).
4. All members have equal rights, privileges, and obligations. One of the chairperson's main responsibilities is to use the authority of the chair to ensure that all people attending a meeting are treated equally—for example, not to permit a vocal few to dominate the debates.
5. A simple majority vote decides an issue unless a higher number is required on major issues outlined in Society Bylaws or Rules of the Board. In any group, each member agrees to be governed by the vote of the majority. Parliamentary rules enable a meeting to determine the will of the majority of those attending a meeting.
6. The rights of the minority must be always protected. Although the ultimate decision rests with a majority, all members have basic rights such as the right to be heard and the right to oppose. The rights of all members—majority and minority—should be the concern of every member, as a person may be in a majority on one question, but in minority the on the next.
7. Every matter presented for decision should be discussed fully. The right of every member to speak on any issue is as important as each member's right to vote.
8. Every member has the right to understand the meaning of any question presented to a meeting, and to know what effect a decision will have. A member always has the right to request information on any motion they do not thoroughly understand. Moreover, all meetings must be characterized by fairness

and by good faith. Parliamentary strategy is the art of using procedure legitimately to support or defeat a proposal.

9. There is no need for a motion to receive a committee or task force report. The adoption of the agenda has guaranteed that the **report** will be heard as long as it is written on the agenda.

Motions brought forth through subcommittee reports and reporting bodies do not need a second (provided the group is composed of more than one person) . A second is implied by motions made from these groups as more than one member of the duly appointed<sup>1</sup> group (council, committee, subcommittee) agree the motion is worth discussion.

<sup>1</sup> duly appointed in relation to these rules is defined as formally appointed and authorized to act on behalf of and do all things for which is entitled as outlined in the ROB. Duly appointed groups often contain leadership that has been directly selected by the BOD and/or President-Elect and have been given autonomy to bring motions forward to their reporting bodies. Though a second is not needed from these groups, the groups ExO/CO, where applicable, may second the motion brought forward to solidify that the motion is worth discussion.

## Roll Call Vote

**A *roll call vote* places on the record (minutes) how each member votes.** A roll call vote would only be used if it were important that each person voting be identified in the minutes of the meeting. It has the opposite effect to a *ballot vote*, which keeps each vote secret.

**Roll call votes should not be used in a mass meeting or in any group whose members are not responsible to a constituency.**

## Challenging a Ruling of the Chair

Any ruling of the chair can be challenged, but such appeals must be made immediately after the ruling. If debate has progressed beyond the announcement of a ruling, a challenge is not in order. ASHRAE does not allow debate on such challenges.

## Voting Rights of the Chair

If the presiding officer is a member of the group concerned, they have the same voting rights as any other member. The chair protects impartiality by exercising voting rights only when their vote would affect the outcome. In such cases the chair can either vote (CV) and thereby change the result or can abstain. Normal ASHRAE procedure is for the minutes to reflect that the chair did not vote (CNV). If the chair abstains, they announce the result of the vote with no mention of their own vote.

## Executive Session

Discussion of an issue of sensitive, proprietary, or personal nature. Attendance is restricted to members of the body and those invited by the chair. Executive session may be declared by the chair or by a motion approved by a majority vote.

## How Motions are Classified



*The order of precedence of motions.* **Once a motion is before a meeting, it must be adopted or rejected by a vote, or the meeting must dispose of the question in some other way before any other business can be introduced.** If two motions, A and B, are related in such a way that motion B can be made while motion A is pending, motion B *takes precedence over* motion A and motion A *yields* to motion B. The order of precedence (in descending order) is presented in Table 1.

Motions are classified into five (5) groups:

1. main motions
2. subsidiary motions (Secondary Motions)
3. privileged motions (Secondary Motions)
4. incidental motions (Secondary Motions)
5. motions that bring a question again before a meeting

Motions in the second, third and fourth classes (subsidiary, privileged and incidental motions) are *secondary* motions and are in order when a main motion is being debated. They assist a meeting to deal with the main motion and take precedence over the main motion.

When a motion is on the floor, a motion of higher precedence may be proposed, but no motion of lower precedence is in order. At any given time, there can be pending only one motion of any one rank and other motions proposed during consideration of a motion can be accepted by the chair *only* if they are of higher precedence

A main motion can be made only when no other motion is pending. However, a meeting can deal with a main motion in several ways other than just passing or defeating it. These other ways are the purpose of the various secondary motions listed above.

Certain secondary motions also take precedence over others (table 1), so it is possible for more than one secondary motion to be pending at any one time (together with the main motion). In such a case, the motion most recently accepted by the chair is the immediately pending question - it takes precedence over all the others.

A secondary motion takes precedence over a main motion; a main motion takes precedence over nothing, yielding to all secondary motions. When a secondary motion is placed before a meeting, it becomes the immediately pending question; the main motion

remains pending while the secondary motion is dealt with.

The main motion, the subsidiary motions, and the privileged motions fall into a definite *order of precedence*, which gives a particular rank to each. The main motion, which does not take precedence over anything—ranks lowest. Each of the other motions has its proper position in the rank order, taking precedence over the motions that rank below and yielding to those that rank above it.

In voting, the meeting proceeds with the various motions in inverse order—the last one proposed, being of highest precedence, is the first one to be decided.

**Table 1. Order of Precedence of Motions**

Order of Precedence of Motions					
The rules are in descending order of importance. A rule higher in the table takes precedence over one lower in the table. Implication is that everything takes precedence over the main motion on the floor.					
Rule	Must Be Seconded	Open for Discussion	Can be Amended	Vote Count Required to Pass	May Be Reconsidered or Rescinded
Adjourn (End meeting)	X			Majority	
Recess	X		X	Majority	
Table	X			Majority	
Close Discussion	X			2/3 <sup>rds</sup>	X
Limit Debate	X		X	2/3 <sup>rds</sup>	X
Postpone to a later time (##)	X	X	X	Majority	X
Refer to Committee	X	X(+)	X	Majority	X
Kill a Motion	X			Majority	X
Amend Motion (* #)	X	X		Majority	X
Postpone Indefinitely (**)	X	X	X	Majority	X
Main Motion (brought forward by one member of the body)	X	X	X	Majority	X
Subcommittee/ Reporting Body Motion ( <i>exception to the order of precedence unless made as a main motion</i> )		X	X	Majority	X

The rules are in descending order of importance. A rule higher in the table takes precedence over one lower in the table. Implication is that everything takes precedence

**over the main motion on the floor.**

Notes:

\* An amendment to an amendment is not itself amendable.

# A motion to amend the agenda requires a two-thirds majority.

\*\* Can be reconsidered only if the motion is passed.

## Can be reconsidered if the group to which the matter has been referred has not started work on the matter.

+ Only as to propriety or advisability of postponing and of postponing to a certain time.

## **The Main Motion**

**A main motion brings business before a meeting.** Because a meeting can consider only one subject at a time, a main motion can be made only when no other motion is pending.

**A main motion must not interrupt another speaker, requires a seconder, is debatable, is lowest in rank or precedence, can be amended, cannot be applied to any other motion, may be reconsidered, and requires a majority vote.**

When a main motion has been stated by one member, seconded by another member, and repeated for the meeting by the chair, the meeting cannot consider any other business until that motion has been disposed of, or until some other motion of higher precedence has been proposed, seconded, and accepted by the chair.

Unless the main motion is very short and simple, the mover should provide it in writing to the secretary.

**When a motion has been made by a member and seconded by another, it becomes the property of the meeting. The mover and seconder cannot withdraw the motion unless the meeting agrees.**

Usually, the chair would ask if the meeting objects to the motion's being withdrawn. If no one objects, the chair will announce: "The motion is withdrawn."

# Subsidiary Motions

Subsidiary motions assist a meeting in treating or disposing of a main motion (and sometimes other motions). **Each of the motions takes precedence over the main motion and any or all the motions listed before it.**

The seven subsidiary motions in ascending order of rank (see Table 1) are:

1. postpone indefinitely
2. amend
3. refer
4. postpone to a certain time
5. limit or extend limits of debate
6. previous question
7. table

## Postpone Indefinitely

Despite its name, **this motion is not one to postpone, but one to suppress or kill a pending main motion.**

If an embarrassing main motion is brought before a meeting, a member can propose to dispose of the question (without bringing it to a direct vote) by moving to postpone indefinitely. Such a motion can be made at any time except when a speaker has the floor. If passed, the motion kills the matter under consideration.

**It requires a seconder, may be debated (including debate on the main motion), cannot be amended, can be reconsidered only if the motion is passed, and requires a majority vote.** (See also “Postpone to a Certain Time”.)

## Amend

An *amendment* is a motion to change, to add words to, or to omit words from, an original motion. The change is usually to clarify or improve the wording of the original motion and must, of course, be germane to that motion.

**An amendment cannot interrupt another speaker, must be seconded, is debatable if**

**the motion to be amended is debatable, may itself be amended by an *amendment to the amendment*, can be reconsidered, and requires a majority vote, even if the motion to be amended requires a two-thirds vote to be adopted.**

The chair should allow full discussion of the amendment (being careful to restrict debate to the amendment, not the original motion) and should then have a vote taken on the amendment only, making sure the members know they are voting on the amendment, but not on the original motion.

If the amendment is defeated, another amendment may be proposed, or discussion will proceed on the original motion.

If the amendment carries, the meeting does not necessarily vote immediately on the “motion as amended.” Because the discussion of the principle of the original motion was not permitted during debate on the amendment, there may be members who want to speak now on the issue raised in the original motion.

Other amendments may also be proposed, provided that they do not alter or nullify the amendments already passed. Finally, the meeting will vote on the “motion as amended” or, if all amendments are defeated, on the original motion.

An amendment to an amendment is a motion to change, to add words to, or omit words from, the first amendment. The rules for an amendment (above) apply here, except that the amendment to an amendment is not itself amendable and that it takes precedence over the first amendment.

Debate proceeds and a vote is taken on the amendment to the amendment, then on the first amendment, and finally on the original motion (“as amended,” if the amendment has been carried). Only one amendment to an amendment is permissible.

Sometimes a main motion is worded poorly, and several amendments may be presented to improve the wording. In such cases it is sometimes better to have a substitute motion rather than to try to solve the wording problem with amendments.

An individual (or a group of two or three) can be asked to prepare a substitute wording for the original motion. If there is unanimous agreement, the meeting can agree to the withdrawal of the original motion (together with any amendments passed or pending) and the substitution of the new motion for debate.

## Refer

When it is obvious that a meeting does not have enough information to make a wise decision, or when it seems advisable to have a small group work out details that would take too much time in a large meeting, a member may move: “That the question be referred to the \_\_\_\_\_ committee” (or “to a committee”—not named).

**A motion to refer cannot interrupt another speaker, must be seconded, is debatable only as to the propriety or advisability of referral, can be amended, can be reconsidered if the group to which the question has been referred has not begun work on the matter, and requires a majority vote.**

If a motion to refer is passed, the committee to which the matter is referred should report on the question at a subsequent meeting. Sometimes the motion to refer will state the time at which a report will be required.

## Postpone to a Certain Time

If a meeting prefers to consider a main motion later in the same meeting or at a subsequent one, it can move to postpone a motion to a certain time, which is specified in the motion to postpone. Such a motion can be moved regardless of how much debate there has been on the motion it proposes to postpone. A motion may be postponed to a specific time or until after some other item of business has been dealt with.

When the time to which a motion has been postponed has arrived, the chairperson should state the postponed motion to the meeting for its consideration immediately. If another item of business is being discussed at that time, the chairperson should present the postponed motion immediately after the other business has been concluded. If the meeting, in postponing the original motion has instructed that it be given priority at the time to which it has been postponed (that is, issued a “special order”), the postponed motion interrupts any item of business on the floor at that time. For this reason, any “special order” requires a two-thirds majority vote.

**A motion to postpone to a definite time may not interrupt another speaker, must be seconded, is debatable only as to the propriety or advisability of postponing and of postponing to the time, can be amended, can be reconsidered, and requires a majority**

**vote if the postponement is to a subsequent meeting.**

However, if the postponement is to a later time in the same meeting, the effect is to amend the agenda of that meeting, and the motion therefore requires a two-thirds majority vote.

## Limit or Extend Limits of Debate

A motion to limit debate changes the normal rules of debate. It could, for example, limit the time of the whole debate (such as, “I move that debate on this motion be limited to 15 minutes”), or it might limit the time taken by each speaker (“I move that debate on this motion be limited to two (2) minutes per speaker”).

A motion to extend debate permits greater participation and time than usual.

**A motion to limit or extend the time of debate (on one matter or for the entire meeting) may not interrupt a speaker, must be seconded, is not debatable, can be amended, can be reconsidered, and requires a two-thirds majority vote.**

## Previous Question (To Vote Immediately)

This is a tactic to close debate on a question. It is usually made at a time when the debate has been long and repetitious. A member rises and says: “I move that the question be now put.”

**A motion to put the previous question (that is, to vote immediately on the motion being debated) cannot interrupt another speaker, must be seconded, is not debatable, and is not amendable, and requires a two-thirds majority vote.**

This requirement is important in protecting the democratic process. Without it, a momentary majority of only one vote could deny to the other members all opportunity to discuss any measure the “majority” wanted to adopt or to defeat. Such a motion can be reconsidered, but if the vote was affirmative, it can be reconsidered only before any vote has been taken under it—that is, only before the previous question has been put.

A motion to put the previous question has precedence over all other motions listed in this section except the motion to table (see next subsection). If the motion to put the question passes, the chair immediately proceeds to call a vote on the question that was

being debated. This means *that the mover of the motion loses their right to close debate*. If the motion is defeated, debate on the motion before the meeting continues as if there had been no interruption.

The motion to put the previous question is the only proper method of securing an immediate vote. Members who call, "Question!" in an attempt to get the chairperson to call the question immediately should be ruled out of order. The only situation in which members may properly call, "Question!" is in reply to the chairperson when the chair asks the meeting, "Are you ready for the question?"

## Table (Lay on the Table)

Sometimes a meeting wants to lay a main motion aside temporarily without setting a time for resuming its consideration but with the provision that the motion can be taken up again whenever the majority so decides. This is accomplished by a motion to table or to lay on the table.

The motion has the effect of delaying action on a main motion. If a subsequent meeting does not lift the question from the table, the effect of the motion to table is to prevent action from being taken on the main motion. Indeed, rather than either pass or defeat a motion, a meeting will sometimes choose to "bury" it by tabling.

No motion or motions can be laid on the table apart from motions which adhere to them, or to which they adhere; and if any one of them is laid on the table, all such motions go to the table together. For example, a main motion may have been made and an amendment proposed to it. The proposed amendment "adheres" to the main motion. If the meeting wants to table either of the motions, it must table both of them. In this example, if the meeting did not like the proposed amendment, but wanted to deal with the main motion, the correct procedure would be not to table, but to defeat the amendment. Debate could then resume on the main motion.

**A motion to table may not interrupt another speaker, must be seconded, is not debatable, is not amendable, may not be reconsidered, and requires a majority vote.**

## Privileged Motions

Unlike either subsidiary or incidental motions, *privileged* motions do not relate to the



pending business, but have to do with special matters of immediate and overriding importance that, without debate, should be allowed to interrupt the consideration of anything else.

Privileged motions are listed below in ascending order of rank. Each of the succeeding motions takes precedence over the main motion, any subsidiary motions, and any or all the privileged motions listed before it.

The five (5) privileged motions are:

1. orders of the day
2. question (point) of privilege
3. recess
4. adjourn
5. fix time to which to adjourn.

The five (5) privileged motions fit into an order of precedence. All of them take precedence over motions of any other class (except when the immediately pending question may be a motion to amend or a motion to put the previous question).

## Orders of the Day

The *orders of the day* means the agenda or the order of business. If the order of business is not being followed, or if consideration of a question has been set for the present time and is therefore now in order, but the matter is not being taken up, a member may call for the orders of the day, and can thereby require the order of business to be followed, unless the meeting decides by a two-thirds vote to set the orders of the day aside.

**Such a motion can interrupt another speaker, does not require a seconder, is not debatable, is not amendable, and cannot be reconsidered.**

If the chair admits that the order of business has been violated and returns to the correct order, no vote is required. If the chair maintains that the order of business has not been violated, their ruling stands unless a member challenges the ruling. A motion to sustain the chair is decided by a simple majority vote.

Sometimes the chair will admit that the agenda has been violated but will rule that the

debate will continue on the matter before the meeting. In such a case, a vote must be taken and the chair needs a two-thirds majority to sustain the ruling. The effect of such a vote is to set aside the orders of the day, i.e., amend the agenda, a move that requires a two-thirds majority vote.

Calls for orders of the day are not in order in a committee of the whole. The orders of the day—that is, the agenda items to be discussed, are either *special orders* or *general orders*.

A *special order* specifies a time for the item, usually by postponement. Any rules interfering with its consideration at the specified time are suspended. The four (4) exceptions are rules relating to:

- (1) adjournment or recess,
- (2) questions of privilege,
- (3) special orders made before this special order was made, and
- (4) a question that has been assigned priority over all other business at a meeting by being made *the* special order for the meeting.

A special order for a particular time therefore interrupts any business that is pending when that time arrives. Because a special order has the effect of suspending any interfering rules, making an item a special order requires a two-thirds vote, except where such action is included in the adoption of the agenda.

A *general order* is any question that has been made an order of the day (placed on the agenda) without being made a special order.

When a time is assigned to a particular subject on an agenda, either at the time the agenda is adopted, or by an agenda amendment later, the subject is made a special order. When the assigned time for taking up the topic arrives, the chairperson should announce that fact, then put to a vote any pending questions without allowing further debate, unless someone immediately moves to lay the question on the table, postpone it or refer it to a committee. Any of those three (3) motions is likewise put to a vote without debate.

Also permissible is a motion to extend the time for considering the pending question. Although an extension of time is sometimes undesirable and may be unfair to the next topic on the agenda, it is sometimes necessary. The motion requires a two-thirds majority to pass (in effect, it amends the agenda), and is put without debate.

As soon as any pending motions have been decided, the meeting proceeds to the topic of the special order.

## Question or Point of Privilege

If a situation is affecting the comfort, convenience, integrity, rights or privileges of a meeting or of an individual member (for example, noise, inadequate ventilation, introduction of a confidential subject in the presence of guests, etc.), **a member can raise a point of privilege, which permits that person to interrupt pending business to make an urgent statement, request or motion. If a motion is made, it must be seconded. The motion might also concern the reputation of a member, a group of members, the assembly, or the organization as a whole.**

If the matter is not simple enough to be taken care of informally, the chair rules as to whether it is admitted as a question of privilege and whether it requires consideration before the pending business is resumed. A point of privilege may also be used to seek permission of the meeting to present a motion of an urgent nature.

## Recess

A member can propose a short intermission in a meeting, even while business is pending, by moving to recess for a specified length of time.

**A motion to take a recess may not interrupt another speaker, must be seconded, is not debatable, can be amended (for example, to change the length of the recess), cannot be reconsidered, and requires a majority vote.**

## Adjourn

A member can propose to close the meeting entirely by moving to adjourn. This motion can be made and the meeting can adjourn even while business is pending, providing that the time for the next meeting is established by a rule of the group or has been set by the meeting. In such a case, unfinished business is carried over to the next meeting.

**A motion to adjourn may not interrupt another speaker, must be seconded, is not debatable, is not amendable, cannot be reconsidered, and requires a majority vote.**

If the motion to adjourn has been made, but important matters remain for discussion, the chair may request that the motion to adjourn be withdrawn. A motion can be withdrawn only with the consent of the meeting.

The motions to recess and to adjourn have quite different purposes. The motion to recess suspends the meeting until a later time; the motion to adjourn terminates the meeting. **The motion to adjourn should, however, be followed by a declaration from the chairperson that the meeting is adjourned.**

## Fix Time to Which to Adjourn

This is the highest-ranking of all motions. Under certain conditions while business is pending, a meeting—before adjourning or postponing the business—may wish to fix a date, an hour, and sometimes the place, for another meeting or for another meeting before the next regular meeting. A motion *to fix the time to which to adjourn* can be made even while a matter is pending, unless another meeting is already scheduled for the same or the next day.

The usual form is: “I move that the meeting adjourn to Thursday, October 23, at 19:30 at\_\_\_”

**The motion may not interrupt a speaker, must be seconded, is not debatable, is amendable (for example, to change the time and/or place of the next meeting), can be reconsidered, and requires a majority vote.**

## Incidental Motions

These motions are incidental to the motions or matters out of which they arise. **Because they arise incidentally out of the immediately pending business, they must be decided immediately, before business can proceed.** Most incidental motions are not debatable.

Because incidental motions must be decided immediately, they do not have an order or precedence. An incidental motion is in order only when it is legitimately incidental to another pending motion or when it is legitimately incidental in some other way to business at hand. It then takes precedence over any other motions that are pending—that is, it must be decided immediately.

The eight (8) most common incidental motions are:

1. point of order
2. suspension of the rules

3. objection to consideration
4. consideration seriatim
5. division of the meeting
6. motions related to methods of voting
7. motions related to nominations
8. requests and inquiries

## Point of Order

This motion permits a member to draw the chair's attention to what they believe to be an error in procedure or a lack of decorum in debate. The member will rise and say: "I rise to a point of order," or simply "Point of order." The chair should recognize the member, who will then state the point of order. The effect is to require the chair to make an immediate ruling on the question involved. The chair will usually give their reasons for making the ruling. If the ruling is thought to be wrong, the chair can be challenged.

**A point of order can interrupt another speaker, does not require a seconder, is not debatable, is not amendable, and cannot be reconsidered.**

## Suspension of the Rules

Sometimes a meeting wants to take an action but is prevented from doing so by one or more of its rules of procedure. In such cases the meeting may vote (two-thirds majority required) to suspend the rules that are preventing the meeting from taking the action it wants to take.

**Such a motion cannot interrupt a speaker, must be seconded, is not debatable, is not amendable, cannot be reconsidered and requires a two-thirds majority.**

Please note that only rules of procedure can be suspended. A meeting may not suspend requirements of By-laws. After the meeting has taken the action, it wants to take, the rules that were suspended come into force again automatically.

## Objection to the Consideration of a Question

If a member believes that it would be harmful for a meeting even to discuss a main motion, that person can raise an *objection to the consideration of the question*; provided

debate on the main motion has not begun or any subsidiary motion has not been stated.

The motion can be made when another member has been assigned the floor, but only if debate has not begun or a subsidiary motion has not been accepted by the chair. A member rises, even if another has been assigned the floor, and without waiting to be recognized, says, “Chair, I object to the consideration of the question (or resolution or motion, etc.).” **The motion does not need a seconder, is not debatable, and is not amendable.**

The chair responds, “The consideration of the question is objected to. Shall the question be considered?”

A two-thirds vote against consideration sustains the member’s objection. The two-thirds vote is required because the decision in effect amends the agenda. The motion can be reconsidered, but only if the objection has been sustained.

## Consideration by Paragraph or Seriatim

If a main motion contains several paragraphs or sections that, although not separate questions, could be most efficiently handled by opening the paragraphs or sections to amendment one at a time (before the whole is finally voted on), a member can propose a motion *to consider by paragraph or seriatim*.

**Such a motion may not interrupt another speaker, must be seconded, is not debatable, is amendable, cannot be reconsidered, and requires a majority vote.**

## Division of the Meeting (Standing Vote)

If a member doubts the accuracy of the chair’s announcement of the results of a vote by show of hands, that member can demand a division of the meeting— that is, a standing vote.

**Such a demand can interrupt the speaker, does not require a seconder, is not debatable, is not amendable, and cannot be reconsidered. No vote is taken; the demand of a single member compels the standing vote.**

## Motions Related to Methods of Voting

A member can move that a vote be taken by roll call, by ballot or that the standing votes

be counted if a division of the meeting appears to be inconclusive and the chair neglects to order a count.

**Such motions may not interrupt another speaker, must be seconded, are not debatable, are amendable, can be reconsidered, and require majority votes.**

## Motions Related to Nominations

If the Bylaws or rules of the group do not prescribe how nominations are to be made and if a meeting has taken no action to do so prior to an election, any member can move while the election is pending to specify one of various methods by which candidates shall be nominated or, if the need arises, to close nominations or to re-open them.

**Such motions may not interrupt another speaker, must be seconded, are not debatable, are amendable, can be reconsidered, and require majority votes.**

The ASHRAE Nominating Committee has detailed rules on how their voting occurs internally as it relates to determining official nominees for Society leadership positions. This often include ballot voting procedures whereby the votes cast are confidential.

The ASHRAE By-laws specifies that certain actions of the Board of Directors require a 2/3 majority vote, such as when proposing revisions to the By-laws which are then subject to approval of the membership of the Society.

## Requests and Inquiries

- a. *Parliamentary Inquiry* —a request for the chair’s opinion (not a ruling) on a matter of parliamentary procedure as it relates to the business at hand.
- b. *Point of Information* —a question about facts affecting the business at hand, directed to the chair or, through the chair, to a member.
- c. *Request for Permission to Withdraw or Modify a Motion.* Although Robert’s Rules of Order specify that until a motion has been accepted by the chair it is the property of the mover, who can withdraw it or modify it as they choose. A common practice is that once the agenda has been adopted, the items on it become the property of the meeting. A person may not,

therefore, withdraw a motion unilaterally; they may do so only with the consent of the meeting, which has adopted an agenda indicating that the motion is to be debated.

Similarly, a person cannot, without the consent of the meeting, change the wording of any motion that has been given ahead of time to those attending the meeting—for example, distributed in printed form in advance, printed on the agenda, a motion of which notice has been given at a previous meeting, etc.

The usual way in which consent of a meeting to withdraw a motion is obtained is for the mover to ask the consent of the meeting to withdraw (or change the wording). If no one objects, the chairperson announces that there being no objections, that the motion is withdrawn or that the modified wording is the motion to be debated.

If anyone objects, the chair can put a motion permitting the member to withdraw (or modify) or any two members may move and second that permission be granted. A majority vote decides the question of modifying a motion—similar to amending the motion. A two-thirds majority is needed for permission to withdraw a motion, as this has the effect of amending the agenda.

- d. *Request to Read Papers.*
- e. *Request to be Excused from a Duty.*
- f. *Request for Any Other Privilege.*

The first two types of inquiry are responded to by the chair, or by a member at the direction of the chair; the other requests can be granted only by the meeting.

## **Motions That Bring a Question Again Before the Assembly**

There are four (4) motions that can bring business back to a meeting. Which are:

1. Take from the Table
2. Rescind
3. Reconsider, and



#### 4. Discharge a committee

The order in which the four (4) motions are listed are no relation to the order of precedence of motions.

## Take from the Table

Before a meeting can consider a matter that has been tabled, a member must move: “That the question concerning ‘ \_\_\_\_\_ ’ be taken from the table.”

**Such a motion may not interrupt another speaker, must be seconded, is not debatable, is not amendable, cannot be reconsidered, and requires a majority vote.**

If a motion to take from the tables passes, the meeting resumes debate on the original question (or on any amendments to it). If considerable time has elapsed since the matter was tabled, it is often helpful for the first speaker to review the previous debate before proceeding to make any new points.

## Rescind

A meeting, like an individual, has a right to change its mind. There are two ways a meeting can do so—rescind or reconsider.

A motion to rescind means a proposal to cancel or annul an earlier decision. A motion to reconsider, if passed, enables a meeting to debate again the earlier motion and eventually vote again on it. However, a motion to rescind, if passed, cancels the earlier motion, and makes it possible for a new motion to be placed before the meeting.

Another form of the same motion—a motion to *amend something previously adopted*—can be proposed to modify only a part of the wording or text previously adopted, or to substitute a different version.

**Such motions cannot interrupt another speaker, must be seconded, are debatable, and are amendable.**

Because such motions would change action already taken by the meeting, they require:

- **a two-thirds vote**, or
- a majority vote when notice of intent to make the motion has been given at the previous meeting or in the call of the present meeting, or

- a vote of the majority of the entire membership—whichever is the most practical to obtain.

Negative votes on such motions can be reconsidered, but not affirmative ones.

## Reconsider

A motion to reconsider enables the majority in a meeting within a limited time and without notice, to bring back for further consideration a motion that has already been put to a vote. The purpose of reconsideration is to permit a meeting to correct a hasty, ill-advised, or erroneous action, or to take into account added information or a changed situation that has developed since the taking of the vote.

If the motion to reconsider is passed, the effect is to cancel the original vote on the motion to be reconsidered and reopen the matter for debate as if the original vote had never occurred. A motion to reconsider has the following unique characteristics:

- a) **It can be made only by a member who voted with the prevailing side**— that is, voted in favor if the motion involved was adopted, or voted contrary if the motion was defeated. This requirement is a protection against a defeated minority's using a motion to reconsider as a dilatory tactic. If a member who cannot move a reconsideration believes there are valid reasons for one, they should try to persuade someone who voted with the prevailing side to make such a motion.
- b) **The motion is subject to time limits.** In a session of one day, a motion to reconsider can be made only on the same day the vote to be reconsidered was taken. In a session of more than one day, reconsideration can be moved only on the same or the next succeeding day after the original vote was taken. These time limitations do not apply to standing or special committees.
- c) **The motion can be made and seconded at times when it is not in order for it to come before the assembly for debate or vote.** In such a case it can be taken up later, at a time when it would otherwise be too late to make the motion.

*Making* a motion to reconsider (as distinguished from *debating* such a motion) takes precedence over any other motion whatever and yields to nothing. Making such a motion is in order at any time, even after the assembly has voted to adjourn, if the member rose and addressed the chair before the chair declared the meeting adjourned. In terms of debate of the motion, a motion to reconsider has only the same rank as that of the

motion to be reconsidered.

A motion to reconsider can be made when another person has been assigned the floor, but not after that person has begun to speak. The motion must be seconded, is debatable provided that the motion to be reconsidered is debatable (in which case debate can go into the original question), is not amendable, and cannot be reconsidered.

ASHRAE has not specifically adopted the 2/3 majority vote requirement for motions to reconsider a motion. In regular meetings the motion to reconsider may be made at any time, in fact, it takes precedence over any other motion, but its rank as far as debate is concerned is the same as the motion it seeks to reconsider. In other words, the motion to reconsider may be *made* at any time, but *debate* on it may have to be postponed until later.

## Discharge a Committee (From Further Consideration)

If a question has been referred, or a task assigned, to a committee that has not yet made its final report, and if a meeting wants to take the matter out of the committee's hands (either so that the meeting itself can deal with the matter or so that the matter can be dropped), such action can be proposed by means of a motion to discharge the committee from further consideration of a topic or subject.

**Such a motion cannot interrupt another speaker, must be seconded, is debatable (including the question that is in the hands of the committee), and is amendable.**

Because the motion would change action already taken by the meeting, it requires:

- a **two-thirds vote**, or
- a majority vote when notice of intent to make the motion has been given at the previous meeting or in the call of the present meeting, or
- a vote of the majority of the entire membership—whichever is the most practical to obtain.

A negative vote on this motion can be reconsidered, but not an affirmative one.

## Adjournment

In organizations with a regular schedule of meetings a **motion to adjourn is a “privileged” motion that is neither amendable nor debatable. A seconder is required, and the**

**motion should be put.**

If it is passed, the chair formally announces that the meeting is adjourned.

# Meeting Fundamentals

## Preparing for a Meeting

Although a chairperson will use the various rules of order in conducting a meeting, there are things the chair can do prior to the meeting to help ensure that things will go smoothly.

**By far the most important thing a chairperson can do to ensure a successful meeting is to do their homework.** The chair should become thoroughly familiar with all the business to be dealt with at the meeting, including any reports to be made by committees or task forces, any motions already submitted by members or groups of members, and insofar as is possible, any “new” business likely to be introduced. Such preparation will enable the person to “stay on top of things” while chairing the meeting, and to anticipate most of the questions likely to be asked, information needed, etc.

The chair should also ensure that key people needed by the meeting (for example, the vice chair, secretary, treasurer, sub-committee chairs, etc.) will attend the meeting.

One of the most fundamental ways to ensure a successful meeting is often overlooked because it is so obvious: ensuring that the room selected for the meeting is suitable and comfortable. The room should permit a seating arrangement in which no one’s view is blocked. Moreover, careful attention should be paid to such matters as lighting, acoustics and ventilation, for such factors can play major roles in the success or failure of a meeting.

## Procedures Used in Meetings

### Quorum of Members

Before a meeting of a group can conduct its business, it requires a *quorum*, the minimum number of members who must be present at the meeting before business can be legally or officially transacted. The requirement of a quorum is a protection against unrepresentative action in the name of the group by an unduly small number of people.

The By-laws of ASHRAE, the Rules of the Board, or a Manual of Procedures of a group should specify the number of members that constitute a quorum for that group if different than a simple majority, one (1) member beyond 50% of the total number of members. **In the case of an odd number of members making the quorum, 50% may be a fraction of a whole number, and a majority would be that fraction rounded to the next whole number.** If extremely bad weather or other extreme conditions might hinder obtaining a quorum then the meeting date and time may need to be changed to ensure a quorum is present.

The requirements for a quorum shall apply to all groups where a roster identifies official membership, including sub-committees. If a group or committee finds itself without a quorum, it can do nothing but rise and report to the regular meeting of the group it reports to. For all groups, committees and task forces, a quorum shall be a majority of the appointed voting members of the body unless governing documents indicate otherwise.

In any meeting of delegates, where applicable, the quorum is a majority of the number of delegates who have been registered as attending, even if some of them have departed unless current rules stipulate otherwise.

**In the absence of a quorum, business requiring a vote cannot be transacted and if conducted is null and void, but not the meeting itself.** Where ASHRAE Bylaws or other Rules require that a specific meeting be held, the absence of a quorum in no way detracts from the fact that the rules were complied with and the meeting was held, even though it had to adjourn immediately due to the lack of a quorum.

**The only actions that can legally be taken in the absence of a quorum are to fix the time in which to adjourn, recess, or take measures to obtain a quorum** (for example, contacting members during a recess and asking them to attend). The prohibition against transacting business in the absence of a quorum cannot be waived even by unanimous consent. If an important opportunity would be lost, unless acted upon immediately, the members present at the meeting can—at their own risk—act in the emergency in the hope that their actions will be ratified at a later meeting at which a quorum is present. This should be extremely rare and is discouraged unless a true emergency exists.

Before calling a meeting to order, the chair should be sure a quorum is present. If a quorum cannot be obtained, the chair should call the meeting to order, announce the absence of a quorum and entertain a motion to adjourn or one of the other motions allowed as described above.

**If a meeting has a quorum to begin with, but members leave the meeting, the continued presence of a quorum is presumed unless the chair or a member notices that a quorum is no longer present.** If the chair notices the absence of a quorum, it is the duty of the chair to declare this fact, at least before taking any vote or starting on a new motion. Any member noticing the apparent absence of a quorum can raise a point of order to that effect at any time so long as they do not interrupt a person who is then speaking. A member must question the presence of a quorum at the time a vote on a motion is to be taken. A member may not, at some later time, question the validity of an action on the grounds that a quorum was not present after the vote has concluded.

If a meeting has to be adjourned because of a lack of a quorum, either before it conducts any business or part way through the meeting, the group must call for another meeting to complete the business of the meeting. The usual quorum requirements apply to any subsequent meeting unless the Bylaws or other Rules indicate otherwise. The Bylaws or Rules could stipulate, for example, that if a meeting had to be terminated for lack of a quorum, another meeting will be held *x* days or weeks later, and that the number of members attending that meeting will constitute a quorum.

If the Bylaws or Rules do not provide for a special procedure, all the usual requirements for calling and holding meetings shall apply.

## The Agenda

The *agenda* consists of the items of business to be discussed in a meeting. It is made up of “special” and “general” orders.

Usually, the chair or another designated person, generally a joint effort of the chair and the ASHRAE staff liaison, is charged with the responsibility for preparing the agenda. The person preparing the agenda can seek assistance from others with this task.

**The agenda can be amended either before or after it is adopted. Until the meeting adopts the proposed agenda, the agenda is merely a proposal.** Motions, requiring simple majorities, can be made to add items to, delete items from, or rearrange the order of items on a proposed agenda. However, it is also acceptable for the chair to ask for input on revisions, or suggest revisions, to the proposed agenda, which may also be approved by consensus, approved by the body unless someone objects. Once the agenda has been adopted, the business items on it are the property of the meeting

body, not of the groups or individuals who submitted the agenda items.

Any change to the agenda, once it has been adopted, can only be made by a motion, but any such motions then require a two-thirds or larger majority to pass.

If an individual has submitted a motion for debate at a meeting, but decides, after the agenda has been adopted, not to present the motion, the individual cannot simply withdraw the motion from the agenda; that action requires a two-thirds majority vote, because the effect is to amend the agenda. The individual may choose not to move the motion, but it is the right of any other person attending the meeting to move the motion if they want to do so.

To expedite the progress of the meeting, the chair may announce that the individual would like to withdraw the motion and ask if there is any objection. If no one objects, the chair can go on to the next item of business, because a unanimous lack of objection is, in effect, a unanimous vote to delete the item from the agenda.

Once the agenda has been adopted, each item of business on the agenda will come before the meeting group unless: (1) no one moves a motion, (2) no one objects to withdrawal suggested by the sponsoring individual or group, (3) a motion to delete an item from the agenda is made and passed with a two-thirds or larger majority, or (4) the meeting runs out of time before the item can be discussed.

In summary, the agenda can be changed before or after it has been adopted.

Before adoption of the agenda, motions to amend the agenda require simple majority votes. After adoption, motions to amend the agenda require two-thirds or larger majorities to pass.

## Debate on Motions

Business is accomplished in meetings by means of debating *motions*. **The word “motion” refers to a formal proposal by two members of the group (the mover and seconder) on which the meeting group takes certain action.**

Technically, a meeting should not consider any matter unless it has been placed before



the meeting in the form of a motion. In practice, however, **it is sometimes advantageous to permit limited discussion of a general topic before a motion is introduced.** A preliminary discussion can sometimes indicate the precise type of action that is most advisable, whereas presentation of a motion first can result in a poorly worded motion, or a proposal for action that, in the light of subsequent discussion, seems inadvisable. This departure from strict parliamentary procedure must be used with caution and the chair must be careful not to let the meeting get out of control.

Normally, a member may speak only once on the same question, except for the mover of the main motion, who has the privilege of “closing” the debate (that is, of speaking last). If an important part of a member’s speech has been misinterpreted by a later speaker, it is ‘in order’ for the member to speak again to clarify the point, but no new material should be introduced. If two or more people want to speak at the same time, the chair should call first upon the one who has not yet spoken and if all have not spoken then they should all speak in the order in which they identified their desire to speak.

If the member who made the motion that is being discussed claims the floor and has already spoken on the question, then they are entitled to be recognized before other members.

In some cases, the meeting body may want to adopt rules limiting the time a member may speak in any one debate—for example, five (5) minutes. This should be identified by rule or the chair may suggest this course of action unless the body objects to these limits which may then be considered by motion and a vote.

**The mover of a motion may not speak against their own motion, although the mover may vote against it.** The mover need not speak at all, but when speaking, it must be in favor of the motion. If, during the debate, the mover changes their mind, then they can inform the meeting of this fact by asking the meeting’s permission to withdraw the motion.

**The mover and seconder cannot withdraw the motion unless the meeting agrees.**

Usually, the chair would ask if the meeting objects to the motion’s being withdrawn. If no one objects, the chair will announce: “The motion is withdrawn.”

In voting, the meeting proceeds with the various motions in inverse order - the last one proposed, being of highest precedence, is the first one to be decided.

If the amendment is defeated, another amendment may be proposed, or discussion will

proceed on the original motion.

**If the amendment carries, the meeting does not necessarily vote immediately on the “motion as amended.”** Because the discussion of the principle of the original motion was not permitted during debate on the amendment, there may be members who want to speak now on the issue raised in the original motion.

## Proper Wording of a Motion

Much time can be wasted at meetings when a motion or resolution is carelessly worded and when background or rationale for the motion gets included in the motion. It is for this reason that a motion proposed at a meeting, unless it is very short and simple, should always be in writing. The requirement of having to write the motion out generally pushes the author to more carefully worded motions.

Sometimes a main motion is worded poorly, and several amendments may be presented to improve the wording. In such cases it is sometimes better to have a substitute motion rather than to try to solve the wording problem with amendments.

## Determining Results of a Vote

**Most motions are decided by a *majority* vote, more than half the votes actually cast, excluding blanks** (a protest vote which is discouraged and extremely rare in any group) or abstentions. For example, if 29 votes are cast, a majority (more than 14½) is 15. If 30 votes are cast, a majority (more than 15) is 16. If 31 votes are cast, a majority (more than 15½) is 16.

**Some motions (see Table 1 in ASHRAE Rules of Order) require a *two-thirds majority* as a compromise between the rights of the individual and the rights of the meeting.** To pass, such motions require that at least two-thirds of the votes actually cast (excluding blanks and abstentions) are in the affirmative. If 60 votes are cast, for example, a two-thirds vote is 40. If 61 votes are cast, a two-thirds vote is 41. If 62 votes are cast, a two-thirds vote is 42. If 63 votes are cast, a two-thirds vote is 42.

A *plurality* vote is the largest number of votes when three or more choices are possible. Unless the body has adopted special rules to the contrary, a plurality vote does not decide

an issue unless it is also a majority vote. In a three-way contest, one candidate might have a larger vote than either of the other two, but unless they receive more than half of the votes cast, they are not declared elected.

## Roll Call Vote

A *roll call vote* places on the record how each member votes. It has the opposite effect, therefore, of a *ballot vote*, which keeps each vote secret. Roll call votes should not be used in a mass meeting or in any group whose members are not responsible to a constituency.

If a body is going to use roll call votes, the organization or group should include in its procedures or rules a statement identifying when to call a roll call vote. Generally, in ASHRAE, it is the chair's decision to determine whether a roll call vote is necessary, or to be taken, and is generally reserved for motions of historical significance or which is controversial.

The procedure for taking roll call votes is to call the names of the voting members or delegates alphabetically, and to have each person indicate orally their vote.

When the roll call vote has been concluded, the chair should ask if anyone entered the room after their name was called in which case they should then be permitted to vote. Individuals may also have an opportunity to change their votes at this time. After all additions and changes have been made, the secretary will give to the chairperson the final number of those voting on each side, and the number abstaining. The chairperson will announce the figures and declare the result of the vote.

The name of each member or delegate would then be included in the minutes of the meeting, together with the vote.

## Challenging a Ruling of the Chair

Any ruling of the chair can be challenged, but such appeals must be made immediately after the ruling. If debate has progressed beyond the announcement of a ruling, a challenge is not in order. Although Robert's Rules of Order allow debate under certain circumstances, the practice of ASHRAE is to allow no debate on such challenges.

It should be noted that members have no right to openly criticize a ruling of the chair unless they appeal it.

## Voting Rights of the Chair

If the presiding officer is a member of the group concerned, they have the same voting rights as any other member. The chair protects impartiality by exercising voting rights only when their vote would affect the outcome. In such cases the chair can either vote and thereby change the result, or can abstain. If the chair abstains, they announce the result of the vote with no mention of their own vote.

The outcome of any motion requiring a majority vote will be determined by the chair's action in cases in which, without their vote, there is either a tie vote or one more vote in the affirmative than in the negative. Because a majority of affirmative votes is necessary to adopt a motion, a tie vote rejects the motion. If there is a tie without the chair's vote, the chair can vote in the affirmative, thereby creating a majority for the motion. If the chair abstains from voting in such a case, however, the motion is lost (because it did not receive a majority).

If there is one more affirmative vote than negative votes without the chair's vote, the motion is adopted if the chair abstains. If the chair votes in the negative, however, the result is a tie and the motion is therefore lost.

In short, the chairperson can vote either to break or to cause a tie; or, when a two-thirds vote is required, can vote either to cause or to block the attainment of the necessary two-thirds.

The chair cannot vote twice, once as a member, then again in their capacity as presiding officer.

In ASHRAE a chair frequently indicates "Chair not Voting" which is abbreviated as "CNV" which is equivalent to abstaining from voting.

## Sample Order of Business

This section details a sample order of business for a regular business meeting and indicates how the chair should handle each item. The order is not intended to be

prescriptive; each chairperson should follow an order that is satisfactory to them and to the group involved.

## The Order of Business (Agenda)

The chairperson of a meeting should prepare in advance a list of the order of business or agenda for the meeting. A sample order of business follows:

- Call to Order
- Announce a Quorum is Present
- Roll Call
- ASHRAE Code of Ethics
- Review and Approval of the Agenda
- Review & Approval of Minutes
- Update on Action Items
- Treasurers Report (if pertinent)
- Reports (Highest level body, most important, or carry over items from the last meeting should be first)
- Committee Reports (listed)
- Correspondence (listed)
- Unfinished or Old Business (listed)
- New Business (listed)
- Announcements (listed)
- Program(s) (An alternative is to have a guest speaker, if not a member of the body, make their comments before the business meeting begins so that they do not have to sit through the meeting.)
- Other Business
- Adjournment

## Call to Order

The chairperson calls the meeting to order with a statement such as: “The meeting will now come to order.” If the president or chair is not present, the meeting may be called to order by the vice president or vice chair, or by any person attending that is willing to accept being the chairperson or be an acting chairperson.

## Adoption of the Agenda

In ASHRAE the adopted practice is to **always circulate a copy of the proposed agenda to all members and interested parties of the meeting in advance**. All meetings should begin with the consideration of the agenda. The chairperson will ask if any of the members have additional matters that should be placed on the agenda. After these have been taken care of, the chairperson should call for a motion to adopt the agenda. A member should then move: “That the agenda be adopted.” (Or “adopted as amended.”) A seconder is required. Passage of the motion (requiring a simple majority) restricts the business of the meeting to items listed on the agenda.

Alternately to the formal process indicated above the Chair can note the proposed changes to the agenda and it can be approved by consent, whereby no person objects to the proposed amendments at the beginning of the meeting only.

Many of the less formal groups or committees may not bother with the consideration of the agenda in this way. However, the procedure outlined above protects the membership from the introduction, without prior warning, of new, and perhaps controversial, matters of business. If a meeting does adopt an agenda, it can change that agenda only by a formal motion to do so. A member might move, for example, that an item be added to the agenda or deleted from the agenda or that the order in which the items are to be discussed be changed. Such a motion must be seconded and requires a two-thirds majority vote. (See “Orders of the Day”.)

## Minutes

It is the recommended ASHRAE procedure that **a copy of prior meeting minutes, not yet officially approved, be circulated to all members of a body and others interested**

**in the work of the body before the meeting, in which case they need not be read at the meeting.** If not distributed prior to the meeting a member of the body may call for the minutes to be read to the body. When action on the minutes is to be considered, the chairperson asks if there are any errors in or omissions from the minutes in which case those amendments should be addressed.

**In ASHRAE it is preferred to have a formal motion to approve all body meeting minutes.** A member should move: “That the minutes of the (*date*) meeting be approved as printed (or circulated).” In less formal meetings it is sufficient for the chairperson, if no one answers their call for errors or omissions, to say, “There being no errors or omissions noted, I declare the minutes of the (*date*) meeting approved as printed (or as per the copies distributed).” Should there be a mistake in the minutes, it is proper for any member to rise and point out the error. The secretary of the body should then make an appropriate correction or addition. The motion will then read: “.....approved as amended.”

## Executive Committee Minutes

Sometimes the minutes of a previous executive committee, Executive Director and Officers, meeting are provided for record purposes of the larger body (Board of Directors), and may be read or summarized by the secretary, when applicable. One purpose is to give information to the membership on the disposition of business items that have been handled by the executive body. Occasionally a member will ask for more information regarding the matters disposed of by the executive body, and sometimes the general meeting will want to change the action taken by the executive body. Such cases are usually rare, but they are indications of the necessary subservience of the executive committee to the membership as a whole.

On important matters of business, the executive committee may have been able to arrive at recommendations that can later be considered by the general meeting. The reading or summarizing of the executive committee minutes can therefore prepare the membership for the discussion of important business on the agenda of the general meeting.

The executive committee minutes are not adopted or amended until the next executive meeting (having been read or summarized to the general meeting for information only).

## Treasurer (If Pertinent)

The chairperson will call upon the treasurer to present a report on the finances of the society or group. For a regular meeting this would only need to be a simple statement of the receipts and disbursements since the last financial report, any major deviations in expenses and income based on the budget, the balance of money held in the account of the Society or group, and other information of interest to the body.

At the Annual meeting the treasurer should submit a detailed record of the financial business for the year and this report should be audited (that is, checked thoroughly by the appointed Board appointed Audit Committee (comprised of Board of Director members), to ensure that they present fairly the final financial position of the association and the results of its operations for the year).

Although it is not necessary to have a motion to “adopt” the treasurer’s report at a monthly meeting, it is advisable to adopt the audited annual report. A member of the Audit Committee should move: “That this report be adopted.”

At the annual meeting the treasurer would also present the proposed budget for the upcoming society year which also requires adoption by the Board of Directors.

## Correspondence

Before the meeting, the secretary, in consultation with the chairperson, should separate any information and letters of significance received that impacts the operation and duties of the committee, into two groups—those requiring action and then others for information only.

The information and letters that require action by the meeting body should be added to the agenda with background information as applicable. They would be added to New Business if it requires action by the body. Each letter would require a separate motion to dispose of it.

## Unfinished Business

Any business that has been postponed from a previous meeting, or that was pending



when the last meeting adjourned, is called “old” or “unfinished” business or “business arising from the minutes.” It is usually advisable for the chairperson to remind the meeting of the history of this business before discussion begins (or the chair may call upon someone with special information to do this).

## Committee and Official Reports

Before the meeting, the chairperson should check with committee chairs to determine which committees or task forces have reports ready for the meeting and the importance of the material to be presented. All reports must be listed on the agenda.

In establishing the order in which committees should be heard, the chairperson should give priority to those with the most important reports. If none of the reports is of particular importance, any committee report that is pending from the previous meeting should be heard first. Usually, standing committees are given precedence over task forces (a standing committee is one that functions over an extended period of time; a task force or *ad hoc* committee is set up to deal with a special problem and is discharged when its task is completed). Committee reports should be in written form, so that a copy can be placed in the record files.

**There is no need for a motion to receive a committee or task force report. The adoption of the agenda has guaranteed that the report will be heard.**

If the report has been duplicated, the committee or task force chairperson should not read the report. The chair of the committee reporting may want to make a few comments, however, before answering questions from the meeting.

After all questions have been answered, the committee or task force chairperson will move any recommendations on behalf of the committee or task force. **Rules of Order indicate that a seconder is unnecessary for such motions because the motion is being made on behalf of a committee.**

Amendments to the recommendations may be proposed by any member at the meeting. After all the recommendations have been dealt with, motions may be received from the floor dealing with the substance of the report or the work of the committee or task force concerned.

**Note: A committee or task force report need not be adopted.** On rare occasions, a meeting may have occasion to adopt the entire report. An affirmative vote on such a

motion has the effect of the meeting's endorsing every word of the report—including the indicated facts and the reasoning—as its own. However, the treasurer's audited annual report should be adopted.

Occasionally it becomes evident that the report of a committee, or one of the recommendations, is not acceptable to a large proportion of the membership of the body present at the meeting. The committee can be directed to review its work in the light of the discussion heard.

## New Business

When all unfinished business has been disposed of, the chairperson will say: "New business is now in order." Items not included on the agenda may not be discussed unless the agenda is amended. (The motion to amend the agenda requires a two-thirds majority.)

## Announcements

The chairperson should give committee chairs and others an opportunity to make special announcements as well as making any of their own items of interest.

## Program

When the association is to hear a special speaker, it may be advisable to have the speaker before the official business (from “Adoption of the Agenda” on) begins. In other cases the program occurs after pending new business has been disposed of. The chair of the meeting may ask a separate program chairperson to take charge at this point.

## Adjournment

In organizations with a regular schedule of meetings a motion to adjourn is a “privileged” motion that is neither amendable nor debatable. A seconder is required and the motion should be put. If it is passed, the chair should announce formally that the meeting is adjourned.

