

Basic Parliamentary Principles

Parliamentary procedures exist to facilitate efficiently conducted meetings that protect the rights of members. The fundamental principles of parliamentary procedure are:

1. Fairness of process and courtesy for all.
2. Only one thing; speaker, notion, or action at a time.
3. The majority rules
4. The minority must be heard.
5. Each proposition is entitled to a full and free debate.
6. The purpose is to facilitate action, not to obstruct it.

Common Definitions

- (1) **Parliamentary Procedure:** The rules by which meetings of deliberative assemblies, societies, boards, clubs, etc. are formally conducted. They are used by governments and businesses alike to ensure that formal meetings run in the most effective manner possible. Per the National ALA Constitution & Bylaws, all ALA meetings will be conducted by using parliamentary procedures based on *Roberts Rules of Order, Newly Revised*.
- (2) **Chair:** The presiding officer, generally the president, who should be addressed as 'Madam President' or 'Madam Chairman'. The same address should be made to the vice president if presiding instead of the president unit the president is present.
- (3) **Parliamentarian:** An expert trained in parliamentary procedure who is appointed by the president to provide impartial guidance and impartial advice on questions regarding the proper procedures for conducting the meetings of the organization. A qualified and impartial parliamentarian helps achieve the confidence and trust of members.
 - ★ She need not be an elected official and is appointed by the president
 - ★ When requested to do so, she is to give advice to the president or any member when a question about proceedings may affect the rights of any member or do potential harm to the organization.
 - ★ She must be able to perform her/his duties with complete impartiality; therefore, the parliamentarian may not make motions, participate in a debate, or vote on any question except in the case of a ballot vote if she is a voting member. The parliamentarian rarely speaks unless offering expert advice on meeting procedures.
 - ★ The parliamentarian is akin to an official in a sports game; she knows the rules (by bylaws, standing rules, and parliamentary procedure) and quietly assures that everyone plays by the rules (abides by the rules of parliamentary procedure).

- (4) **Quorum:** The minimum number of members who must be present for the valid transaction of any business. The number required for a quorum should be established in the organization's bylaws. Examples follow:
- ★ At ALA National Convention, a quorum exists when sixty percent (60%) of the departments are represented by having paid their Nation Convention registration fees.
 - ★ A majority of the voting National Executive Committee (NEC) members shall constitute a quorum of the NEC.
 - ★ In other words, without sixty percent (60%) of departments being duly registered at a given National Convention, no actions can be voted upon or transacted. The same would apply if a majority of the NEC were not on hand for an NEC meeting.
- (5) **Division of the Question:** Will allow a motion that is complex and has two or more parts, to be divided into sections and to vote on each in succession. The motion for a division of the question requires a second and is carried by the majority vote.
- (6) **Division of the Assembly:** When the outcome of a vote is unclear, a 'division of the assembly' is to call for a rising vote unless it is used as a delaying tactic. A call for a division of the assembly, however, it is stated, requires an immediate call for a rising (standing) vote, or in small assemblies, a show of hands. No second or vote on the request is necessary.
- (7) **Ex-Officio:** Means 'by virtue of office'. An ex-officio member of a board or committee serves by virtue of the office she holds, is designated as such with the bylaws, has the same rights as any other board or committee member, bus is not obligated to attend those meetings of the board(s) or committee(s) on which she serves 'ex-officio' and is not counted as part of the required quorum. Ex-officio members have the right to vote unless there is a bylaw provision preventing the ox-officio member from doing so. For example, the ALA National President is an ex-officio member of all standing committees of the ALA National organization by virtue of her office.
- (8) **Motions:** A motion is a request that the business is brought before the assembly.
- ★ The main motion introduces the action 'I move that....'
 - Only one motion may be addressed at a time.
 - A motion must receive a second to have a discussion on the motion.
 - If no second motion is received, the motion dies.
 - If a second is received, after discussion, the presiding officer repeats the motion and calls for a vote. The vote is taken.
 - ★ A subsidiary motion is the amending of the motion.
 - A motion may be modified, but the main idea of the motion may not be changed.
 - Each amendment must be voted on before action can be taken on the main motion.
 - ★ An incidental motion is business to be disposed of before an action can be taken on a main motion. Examples:
 - Withdrawal of motion may be requested by the maker of the motion. Without objections, withdrawal is allowed.
 - Point of order is made to immediately question a parliamentary action of a decision of process that just occurred.

- Appeal from the decision of the chair is made if a member disagrees with the presiding officer's decision. The assembly then may vote either to sustain or overrule the chair's decision. An appeal is usually debatable.
- ★ A privileged motion deals with any or all issues specifically related to a meeting or to the comfort of members in attendance. They are called privileged because, even when another business is pending, the real needs (regarding time, comfort, or other special need⁰) of the people in the meeting are considered important enough to be dealt with immediately. Examples:
 - To take a recess.
 - To adjourn.
 - To fix a time and place to adjourn.

- (9) **Resolutions:** A resolution is merely a fancy motion. In the ALA, a resolution is written motion that follows a standard format and is used for matters such as proposing a change in policy or for special recognition of people, organization, or events often referred to as a 'courtesy or ceremonial' resolutions. A resolution is distinguished from a 'regular' motion in that a resolution provides the reason(s) for the motion via the 'whereas' clauses and provides a 'date-stamp' for the motion via the 'takes effect' provision in the resolved clause. See the *Resolution Process* section.
- (10) **Amendments:** An amendment is a specific proposal to modify an organization's entity/governance documents. In the ALA, an amendment is a proposal to modify the entity's Constitution, Bylaws, or Standing Rules. See the *Amendment Process* section.

Roles of Those Leading and Attending a Meeting

In order to understand the parliamentary process, one must first understand the roles of those responsible for the process of conducting the business of a meeting. For Convention and board meetings, those individuals generally are your elected officers, except in the case of the parliamentarian who may be appointed by the president. Committee meetings are conducted by the chairman of the committee, usually appointed by the organization's president.

- (1) **Chair:** The presiding officer, usually the president (or vice president if the president is unavailable), and is responsible for:
- ★ Keeping the meeting on schedule and within time limits.
 - ★ Remains neutral by not entering the discussion.
 - ★ Expedites the transaction of business by preparing the agenda and keeping order during the meetings.
 - ★ States motions that are in order or rule them out of order; ask for discussion; ask for a second to the motion; put motion to vote, and declare the result of the vote.
 - ★ The chair does not vote unless the vote is by ballot or roll call.
 - ★ If the president wishes to peak during a debate, she should place a vice president in the chair by stating, 'The vice president will assume the chair,' and then the president may speak to the question. She cannot resume the chair again until after the vote has been taken and declared.
 - ★ The president is an ex-officio member of all standing committees, but never of the nominating committee.

(2) **Vice President:** Will preside in the absence of the president or whenever the president temporarily vacates the chair (e.g., so she can join a discuss regarding a motion). First vice president becomes president in case of illness, resignation, or death of the president, or for the unexpired term, unless rules specify how vacancies shall be filled.

(3) **Parliamentarian:** Appointed by the president, she serves as the expert on parliamentary procedure.

★ **Duties of the parliamentarian before a meeting:** Review the agenda with the president to be familiar with the business and possible procedural problems that may arise. Review and know the bylaws and standing rules of the organization. Work with the committee members who request assistance in preparing reports for the meeting.

★ **Duties of the parliamentarian during a meeting:**

- Arrive early to counsel as needed and remain after the meeting for further counsel.
- Have a copy of the governing document at the meeting.
- Keep track of the motions to assist the presiding officer.
- Be as inconspicuous as possible.
- Provide advice when requested and communicate with the president tactfully and discreetly.
- Remain impartial and be prepared to cite references if needed.

★ **Duties of the parliamentarian during a convention:** the duties of the parliamentarian include those listed for meetings. Should also be prepared to advise convention committees on topics such as resolutions, credentials, rules and elections. Review the script with the presiding officer, stay focused, steady, patient, and fair.

(4) **Secretary:** In the absence of president and vice president, the secretary calls the meeting to order and entertains a motion for temporary chairman. The secretary ensures that minutes of the meeting are taken – whether taken by herself or her designee – including recording the type of meeting (regular, special, etc.) place, date, hour, presiding officer, all motions and their disposal, names of motion makers.

★ The names of those who second the motion are not required to be recorded in the minutes, but may be included, and probably should be when business is being conducted at a convention or meeting of the governing board and a verbatim transcript will not be made.

★ No included in minutes are discussion, opinion, points of order, or questions of privilege.

★ The minutes are never rewritten after they are presented to the assembly and approved. The secretary should place corrections on the margin of the minutes.

(5) **Treasurer:** Custodian of the organizations' funds, receives and disburses them upon authority from the organization. The treasurer reports on budget performance and the financial health of the organization to the assembly. If the treasurer is also an employee of the department, the budget and finance reports should always be prepared and reported by a finance committee chair or outside finance professional.

★ The budget is adopted by the governing body, commonly known as the Department Executive Board or Department Executive Committee (DEC). It is not adopted by

convention delegates. Convention delegates have no fiduciary responsibility or liability for the organization. Only the governing board, comprised of corporate directors with fiduciary responsibility, can adopt or amend a budget or officially accept financial reports or audits.

- ★ Financial reports are presented to and received by the governing body, commonly known as the Department Executive Committee (DEC, and placed on file for audit. The proper motion for accepting the treasurer's report: "I move that the treasurers report be accepted and filed for audit."
- ★ The audited financial report is presented to and accepted by the governing body, commonly know as the Department Executive Committee (DEC). It is not adopted by convention delegates. The proper motion for accepting the audited financial report: "I move that the audited financial report be accepted and filed."
- ★ The Department (and Unit) Treasurer should be bonded or have adequate financial liability insurance.

(6) Members: All members whose current membership dues are paid are considered members in good standing and are entitled to all the rights and privileges of membership, including those aspiring to and holding office, and voting in the ALA.

- ★ Rise and address the chair if you want to discuss the motion under consideration or to offer another motion.
 - Wait to be recognized by the presiding officer before beginning to speak after addressing the chair.
 - Say, "I move to...." or "I move that..."
 - Make a motion in an affirmative form, never in the negative.
 - Always address your remarks to the chair, never to another member.
 - Speak of another member by some expression other than her name, such as, "the member on my left..." or "the member who moved..."
 - Remain silent if you are ready to vote and the presiding officer says, "Are you ready for the question?"
 - Assist the presiding officer promptly by giving your name.
- ★ Use the correct terminology.
- ★ State facts rather than beliefs.
- ★ Understand the types of votes.
 - Majority: the number greater than half the votes cast.
 - Plurality: issue or person receiving the most votes, may be less than a majority, as in an election with three or more candidates.
 - Two-thirds vote: To determine a 2/3 vote quickly, double the negative votes cast, and if it is equal to or less than the affirmative votes cast, a 2/3 vote has been attained.
- ★ Members should speak up while a motion is pending, not after the vote has been taken or after the meeting is over.

(7) Committees:

- ★ Members of committees have no authority except that which is granted by bylaws or by a vote of the assembly.
- ★ Unless otherwise provided, the member first named to a committee or the one receiving the largest number of votes is the chairman of the committee.

- ★ Members of committees should not conduct the business of the committee without a quorum present. A majority of committee members constitute a quorum unless the assembly orders otherwise.
- ★ Motions and resolutions originating in committees need no seconding if the committee members are also members of the governing body. They already have been seconded by committee action.

Types of Motions: Motions, Resolutions, and Amendments

(1) Principal Motions: Parliamentary motions fall into four groups, including:

- a. **Main Motions:** Brings new propositions before the assembly. They are open to debate and usually require a majority vote to carry them.
 - A motion to rescind is a main motion requiring a 2/3 vote if previous notice has not been given.
- b. **Subsidiary Motions:** Are attached to other questions for one or more of three purposes:
 - To modify (amend),
 - To delay action, and
 - To stop debate.
- c. **Privileged Motions:** These are so important that they may break in at almost any time. Three are quite commonly used:
 - To take a recess,
 - To adjourn, and
 - To fix a time and place to adjourn.
- d. **Incidental motions:** These are used to keep the business of an organization moving properly should matters become too complex and confusing. Only two or three are commonly used:
 - Withdrawal of motion may be asked for by the maker, and if no one objects, withdrawal is allowed. If anyone objects, it is necessary to make a motion to permit its withdrawal.
 - Point order is made to call attention to a parliamentary mistake.
 - Appeal from the decision of the chair is made if a member disagrees with the presiding officer's decision. The Assembly than may vote either to sustain or overrule the chair's decision. An appeal is usually debatable.

(2) Steps in a Main Motion

- Motion is made, preferably in a positive form, by saying, "I move that..."
- The motion must be seconded to be considered,
 - a. At least two (2) people must wish to discuss a topic; therefore, the 'second' is the second person.
 - b. If there is no second, the motion dies.
- The chair repeats the motion, which opens the motion for discussion.
- Debate/discussion.
- Chair repeats the motion when discussion ends, or time limits expire.
- Chair calls for ayes and nays. Must always call for the negative vote, even it appears that the vote is unanimous.

- Chair announces the result of the vote.

As mentioned before, it is strongly recommended that those in the roles mentioned in this chapter become very familiar with the parliamentary process. A copy of the *Proper Parliamentary Points*, from which much of this information was extracted, can be found in the appendix of this guide.

Parliamentary Procedure - Frequently Used Motions

To Do This:	You Say This:	May You Interrupt a Speaker?	Do You Need a Second?	Is It Debatable?	Can It Be Amended?	What Vote?
Introduce new business	"I move that,,,"	No	Yes	Yes	Yes	Majority
Amend a motion.	"I move to amend the motion by..."	No	Yes	Yes	Yes	Majority
Request information	"I rise for a point of information."	Yes	No	No	No	No vote
Complain about noise, temperature, etc.	"I rise for a question of privilege."	Yes	No	No	No	No vote
Call for a brief intermission.	"I move to recess for () minutes."	No	Yes	No	Yes	Majority
Postpone the	"I move to					

question to a later time.	postpone the question until next week."	No	Yes	Yes	Yes	Majority
Refer the question to a committee for further study.	"I move to refer the motion to the (____) committee to study."	No	Yes	Yes	Yes	Majority
Put a limit on the debate.	"I move that debate be limited to 5 minutes."	No	Yes	No	Yes	2/3

Parliamentary Procedures - Frequently Used Motions (continued)

To Do This:	You Say This:	May You Interrupt a Speaker?	Do You Need a Second?	Is It Debatable?	Can It Be Amended?	What Vote?
End debate and vote	"I move the previous question."	No	Yes	No	No	2/3
Verify a voice vote by rising.	"Division."	Yes	No	No	No	No vote.
Want to do something, but don't	"I rise to a parliamentary inquiry."	Yes	No	No	No	No vote

know how to do it.						
Reconsider an action.	"I move to reconsider the vote on the motion to..."	No	Yes	Yes/No	No	Majority
Call attention to breach of rules.	"I rise to a point of order."	Yes	No	No	No	No vote.
Suspend the rules temporarily.	"I move to suspend the rules so that..."	No	Yes	No	No	2/3
Adjourn the meeting.	"I move that we adjourn."	No	Yes	No	No	Majority

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Resolution Process

How to Write a Resolution

1. A resolution is a formal, written motion. Resolutions are often used when the subject matter contains many details or amends the organization's governing documents and to include the reasons for proposing the motion. A well-written resolution makes it easier for members to consider the proposal's importance, making it easier to follow a lengthy or complex motion. Resolutions are also useful when a large assembly will be considering its motion.
2. A resolution has two sections – the resolving clauses and the clauses that state the reasons for the motion. Resolving clauses state the specifics of the proposal. The main reasons a motion should be adopted are included in the 'whereas' clauses. Neither section should include more clauses that are absolutely necessary to clearly articulate the reasons for the motion and the proposed outcome(s) if adopted.
3. The two sections of a resolution can be written in either sequence, but within the ALA it is a common practice to present a resolution with the reasons listed first – the 'whereas' clauses, followed by the main motions – the outcome(s) proposed in the 'resolved' clause(s). When drafting a resolution, it is beneficial to compose the main motion first (what you want adopted – the outcome or resolved clause – and then write the reasons it should be adopted – all of the 'whereas' clauses. This way, you first determine what is to be done and focus on the most crucial specifics essential in the motion. The motion should ideally contain one or two main sentences, with a third sentence (i.e., a third 'resolved' clause) that might include who is responsible and/or within what timeline the motion is to take effect.
4. When developing a written motion or resolution, it's wise to consult with members who can be of assistance to improve the wording and whose support will assist in its adoption.
5. Once the main motion is determined, then develop three to five statements to support the adoption of it. These are worded as 'whereas' clauses. These points should be the most important and least controversial arguments for the motion. Fewer points should be the most important and least controversial arguments for the motion. Fewer than three points may not provide enough information to 'make the case; to adopt the motion, depending on its nature, and too many 'whereas' clauses may confuse the issue. It is important to stay focused on the points that are strictly necessary. Other points that may be widely beneficial to those considering the motion can be included in the 'rationale' section following the resolution.
6. ALA resolutions typically begin with the 'whereas' clause(s), which merely provide background information as to why the motion is being made, then end with the 'resolved' clause(s). **Note:** The 'whereas' clauses are **not** part of the resolution – they are only supporting information. The actual resolution is the motion itself. Therefore, when a resolution is adopted, only the 'resolved' clauses stating the outcome are incorporated into governing documents. The resolved clauses **are** the motion and are the only part of the resolution legally adopted. They need to be reflected in any policies, procedures, rules, etc. that they affect. *Robert's Rules of Order*, the most recently approved version, prescribes the proper format, capitalization, and punctuation. Again, it is a good idea to consult with members who can be of assistance and *Robert's Rules of Order*, the most recently approved version, to ensure your resolution is correctly formatted.

For more examples of how to write and format resolutions, The American Legion has a detailed booklet on resolutions in PDF format at www.legion.org/resolutions.

Amendment Process

Neither a convention body nor a governing body can obligate a future convention or board from considering a topic. A governing body cannot impose rules that attempt to control decision on the merits of an issue in the future. A department cannot vote to prevent a topic from being brought back before the governing body, for instance, for ten (10) years.

The National Judge Advocate had determined the following:

1. A governing body cannot adopt a motion to forbid a future governing body from considering a matter that has been defeated by the current or past governing body.
2. A current governing body cannot obligate a future governing body to act or not to act on topics that otherwise would be within the realm of the organization to consider.
3. The fact that a matter has been defeated previously, no matter how many times, does not constitute justification for preventing the matter from being considered by future voting delegates or governing board members.
4. A current governing body cannot take away the rights of a future governing body by restricting what a future governing body can or cannot address.
5. To do so is contrary to the basic tenets of our U.S. representative form of government.

How to Write an Amendment

A properly written amendment must specifically state the current provision in the entity's Constitution & Bylaws or Standing Rules to be amended, specify the exact workings to be stricken, and then specify the exact working, if any, to replace the stricken wording, then restate the amended provision in the exact working that would be in place if the amendment is adopted. For clarity and understanding, a proposed amendment should include an accompanying 'rational' that explains the purpose and reasoning for the proposed amendments.

Juniors Participating in ALA Adult/Senior Member Meetings and Holding Senior Leadership Roles

The American Legion Auxiliary National Convention in 1930 adopted a resolution 'establishing the voting age of eighteen (18) years for members of the American Legion Auxiliary'.

ALA Junior members are a separate and special class of ALA members who are children under the age of eighteen (18). As a collective class of child members, not all members of the class have the same ability to participate as Junior ALA members as do adults. As a practical example, a 2-year old Junior member is not able to participate in the organization on the same level of maturity as an 11-year old Junior member. Yet both the 2-year old and 17-year old, with vastly different levels of physical and mental development and maturity are in the same class of membership. To allow Junior members to vote would entail extending that privilege to all members of the Junior membership class - ages 0-17. This is impossible and impractical.

Adults as a collective class of Senior members age eighteen (18) and older have legal rights under the laws as adults that are not granted to children. In political subdivisions across the United State, a person under eighteen (18) is not allowed to vote. Persons under the age of eighteen (18) are classified as minors and dependents and are presumed to have not achieved the level of development and maturity to bear the legal responsibilities of adulthood.

With that said, there is nothing in the national governing documents that prohibits a Junior member (presumably a high school-aged Junior members) from serving in an administrative appointed or elected Senior position (e.g. a committee member, historian or chaplain) in a Unit, intermediate body, or department, such as a mission-outreach committee (i.e. Poppy or community Service), because those positions operate under the guidance of a Senior governing officer of leader. It is not advised that a Junior member be elected or appointed to serve in a policymaking/governance position (e.g. president, vice president or governing board).

Some units have Junior members serving as unit historians and chaplains either due to the scarcity of willing candidates and/or help develop a high school Junior member who is quite capable of fulfilling and the administrative leadership role that does not entail policymaking. For example, a high school Junior member might be able to do a good job in the role of chaplain or historian or bring enthusiasm and a youthful perspective to a Poppy committee.

The American Legion Auxiliary Centennial Strategic Plan includes goals and strategies to create alternate pathways to serve, foster goodwill, and to develop leadership at all levels. The examples above support those strategies and do not inappropriately impact policymaking.

Conducting Electronic Meetings

Electronic (email) voting was approved by the National Executive Committee (NEC) in February 2009. Seventy-five percent (75%) of the NEC must vote (to establish a quorum), and a majority of those voting must approve of the motion for it to pass. It should be noted that the policy adopted in 2009 allows for votes to be cast by 'mail, telephonically, or electronically: within thirty (30) days.

Conducting virtual Department business by voting by mail, phone, and/or email would have to be approved by that Department's governing body, the DEC. A department's policy regarding virtual voting must comply with what is allowed under the laws of the state in which the nonprofit is incorporated. The ALA Department of Maine is incorporated in Maine. Therefore, as a Maine corporation, the department's rules for conducting its business virtually (e.g. voting by mail, telephonically, or electronically) must conform to what is allowed by Maine state law. The department will need to check with whatever state office government oversees incorporation and state corporate filings, and then determine what its state law allows and requires for a corporation to hold an annual meeting and to conduct business electronically. Some states require corporations to hold an annual in-person meeting; some states strictly specify what constitutes adequate notice, and most states allow some form of virtual voting and specify what percentage of members must vote in order for an electronic vote to be valid.

In Indiana, for example, the state office of government that oversees incorporation and state corporate filings is the Indiana Secretary of State. The ALA National Headquarters confirms our virtual voting requirements with the Indiana Secretary of State. In Indiana, a corporation may conduct business virtually; voting by phone, mail, or email is allowed. The national organization, is incorporated in

Indiana, complies with Indiana law and may conduct national voting by mail, participate in a virtual vote conducted by mail, email, or phone.

If state laws permit conducting business electronically, then that constitutes a virtual meeting, and minutes need to be kept, the same as if the meeting were held in person. The virtual meeting then needs to:

Properly convene with participants instructed that the special meeting is being convened to conduct business electronically;

- ★ State the business clearly;
- ★ State the legal authority for conducting the meeting electronically;
- ★ Specify the motion and instruction to respond via 'Reply All' by a certain date/time
- ★ When the business concludes (1.e., the voting has been completed), the convener responds again via 'Reply All' the outcome of the vote, and
- ★ Creates minutes of the special virtual meeting, saves the emails as documentation, and then includes a summary of the virtual meeting(s) at the next face-to-face meeting of the governing body for the governing body to ratify for the record.
 - When a vote is conducted by email, the emails are documentation of the voting and should be saved. The minutes of the next regularly scheduled meeting should reflect the vote.
 - Information to be considered during the virtual meeting should be conveyed and attached as a PDF document so that the emailed wording cannot be manipulated.

Similar steps need to be established and followed when a meeting is held telephonically or by postal mail.

An example of a virtual meeting of the NEC can be found in the Appendix of this guide. In the example in the appendix, the meeting was called for a specific purpose, and the outcome was then ratified as part of the consent agenda at the next face-to-face meeting of the NEC. A special NEC confirmation of a multiple-year term appointment to a national committee was needed. The vote was conducted electronically; then the appointments were confirmed at the next in-person NEC meeting and the virtual meeting action included in those minutes which are recorded subsequently adopted and maintained in the files.

Also, an example of minutes from a virtual meeting is included in the appendix. All actions taken at a virtual meeting need to be confirmed or ratified by the department governing board at its next regularly scheduled in-person meeting and the actions recorded in the governing boards' meeting minutes.

Frequently Asked Questions (FAQs)

FAQ 1: Virtual conducting department governing body business - voting by mail, phone, email.

I have a question regarding the voting protocol for the Department Executive Committee (DEC). We do not have anything in place in our Constitution & Bylaws or Standing Rules. Over the past decades, we have sent out motions that needed to be voted on. Since 20210, we have been also included email voting on motions. Can you offer guidance on allowing the DEC to conduct business electronically?

Response: A department's policy regarding virtual voting must comply with what is allowed under the laws of the state in which the nonprofit is incorporated (e.g., ALA Department of Maine is incorporated in the State of Maine). Therefore, as a Maine corporation, the department's rules for conducting business virtually, such as voting by mail, by phone, or by email, must conform to what is allowed by Maine state law. The department will need to check with whatever state office government oversees incorporation and state corporate filings, and then determine what its state law allows and requires for a corporation to hold an annual meeting and to conduct business electronically. Some states require corporations hold an annual in-person meeting; some states strictly specify what constitutes adequate notice; and most states allow some form of virtual voting and specify what percentage of members must vote in order for an electronic vote to be valid.

In Indiana, for example, the state office of government that oversees incorporation and state corporate filings is the Indiana Secretary of State. The ALA national headquarters confirms our virtual voting requirements with the Indiana Secretary of State. In Indiana, a corporation may conduct business virtually; voting by phone, mail, or email is allowed. The national organization, being incorporated in Indiana, complies with Indiana law that allows corporations to conduct national voting by mail, electronically or by phone. Most states require a specific percentage of the governing body that must participate in a virtual vote conducted by email, often seventy-five percent (75%).

If state laws permit conducting business electronically, then that constitutes a virtual meeting, and minutes need to be kept, the same as if the meeting were held in person. The virtual meeting then needs to:

- a) Properly convene with participants instructed that the special meeting is being convened to conduct business electronically;
- b) State the business clearly;
- c) State the legal authority for conducting the meeting electronically;
- d) Specify the motion and instructions to respond via 'Reply All' by a certain date/time.
- e) When the business concludes (i.e., the voting has been completed and the convener responds again via 'Reply All; the outcome of the vote); and
- f) Creates minutes of the special virtual meeting, saves the emails as documentation, and the includes a summary of the virtual meetings(s) at the next face-to-face meeting of the governing body to ratify for the record. When a vote is conducted by email, the emails are documentation of the voting and should be saved until the minutes of the meeting are approved. Information to considered during the virtual meeting should be conveyed and attached as a PDF document so that the mailed wording cannot be manipulated.

Similar steps need to be established and followed when a meeting is held by phone or by postal mail.

An example of a virtual meeting and related documentation can be found in the Appendix in this Guide.

FAQ 2: What is a Consent Agenda, and when is it used?

Response: A consent agenda, also called a consent calendar in *Robert's Rules of Order*, is a standard, good governance practice utilized by large organizations to expedite its business proceedings. The main purpose of a consent agenda is to bundle into a single action item the routine procedures, administrative details, and self-explanatory matters that the board normally approves without discussion or debate. A

consent agenda allows the board to approve such items together without discussion or individual motions, freeing valuable time for the board to discuss more substantial agenda items.

A consent agenda is a single item on the board's meeting agenda, typically the first action item, and is voted upon with a single vote – to vote to approve the consent agenda by unanimous consent. Typically, the consent agenda contains items that are routine or procedural and generally noncontroversial, such as approval of the minutes; committee appointments requiring board ratification or confirmation, etc.

FAQ 3: What is the difference between a conference and a convention?

RESPONSE: A **conference** is any gathering for a stated purpose (e.g.; general meetings, educational, etc.). Generally, attendees of a conference are there for learning, unless the conference states that business will be conducted and who is empowered to act or vote on the business.

A **convention** is a formal gathering of delegates for the purposes of conducting business that directly affects all members (e.g., adopting or amending its bylaws, electing leaders, and establishing the dues amount). Delegates are authorized voters representing smaller affiliated entities, authorized by the smaller group (e.g., units or districts) they represent. The process for determining the number of delegates should be written in the bylaws or agreed to in writing and recorded by the founders when the first bylaws are adopted.

FAQ 4: Can a Constitution Bylaws, and Standing Rules be adopted at a conference instead of a convention?

RESPONSE: The authority for amending one's Constitution or Bylaws is as specified in the governing documents. If a complete revision is being proposed, then the body with the authority to amend, as specified in the department's governing documents, is the only body with the authority to adopt a revision. If the entity is new and adopting its initial C&B and Standing Rules, then the new governing documents should include a provision that addresses the initial authority to adopt and then the authority for amending the governing documents. The persons convening to adopt a C&B should be doing so in an official, recorded capacity (i.e., delegates to the first unit convention or delegates to the inaugural meeting of the founding board (founding governing body).

FAQ 5: How is the office of parliamentarian filled? Can the parliamentarian participate in discussion of motions?

Response: The office of parliamentarian is appointed by the unit/department/national president. The parliamentarian should be someone whom the president has confidence in, since their duty when requested to do so, is to give advice to the president or any member when an error in the proceedings may affect the rights of any member to do harm to the organization.

FAQ 6: Can the parliamentarian participate in a discussion of motions?

Response: No, a member of the assembly serving as the parliamentarian has the same duty of the presiding officer to maintain a position of impartiality, and therefore, does not make motions, participate in the debate, or vote on any question except in the case of a ballot vote. There is a saying that "the parliamentarian is seen and not heard."

FAQ 7: Can unit/department questions regarding parliamentary procedure be directed to ALA National Headquarters?

Response: Department questions about parliamentary procedures should be directed to your department parliamentarian. If your department seeks advice on parliamentary procedure from the national organization, the questions should be directed to the National Constitution & Bylaws chairman since this falls under the purview of the National Constitution & Bylaws Committee. The National C&B program coordinator will consult with the National C&B chairman and respond. If neither the National C&B chairman or the program coordinator can answer the question, the National Secretary will be notified, and she will see that an answer is provided.

The national organization contracts with a professional registered parliamentarian to serve the national organization at National Convention, and she may also serve from time to time at NEC meetings. If a department is anticipating a particularly emotional or highly controversial matter of business, the department may find it wise to seek the services of a professional parliamentarian outside the organization to ensure objectivity and impartiality.

FAQ 8: What is a resolution?

Response: A resolution is a description of a problem or situation that is then followed by a suggestion as to how to correct it. Each resolution should address only one issue or problem, and it consists of two parts:

- ★ The preamble statement of facts (description of the problem – ‘whereas; clause) and;
- ★ The resolving clause (how the local post or even the national organization should solve the problem or support the issue).

Resolutions set the course of the organization when adopted by their governing bodies.

FAQ 9: Transitioning between ‘whereas’ and resolved’ clauses.

I’ve heard that when writing a resolution, it is one long sentence that only concludes following the last resolved clause. Is this correct? And if so, how does one transition between whereas clauses and the resolved clauses?

Response: Yes, a resolution is written as one continuous sentence with the reasoning clause(s) first and the resolved clause(s) second. The format of the resolution should be in a font size large enough to be read (11- or 12-point Times New Roman or Arial fonts are common) and should be laid out as in the following example:

WHEREAS (Reason 1...); and

WHEREAS (Reason 2...); and

WHEREAS (Reason 3...); now, therefore, be it

RESOLVED, By (approving body) in (a type of meeting), in (location), on (date of meeting). That (the actual motion, i.e., the outcome that will be in place if the motion is adopted...)

Note that the words ‘whereas’ and ‘resolved’ are often indented, usually capitalized in each instance and are followed by a comma. Following the comma, the next word begins with a capital letter, and at the end of the ‘Whereas’ clause before the ‘and’, a semicolon is placed with no punctuation following the ‘and.’ Also note that in the last whereas clause, instead of ‘and’, one should always conclude the final reason for the motion (the final ‘whereas’ clause) with ‘now, therefore, be it’ with no punctuation following before the resolved clause. The first resolved clause usually indicates the approving body, the

type of meeting (i.e. regular meeting, DEC meeting, etc.), the location and the date of the meeting. Note also that the first word following this information is capitalized and that only the last resolved clause is punctuated with a period at the end.

Other examples of resolutions can be found on both "the American Legion website (www.legion.org) and the ALA website (www.ALAforVeterans.org).

FAQ 10: Can resolutions of units or intermediate bodies be acted upon by the National Executive Committee (NEC)?

RESPONSE: Yes, resolutions initiated and adopted by officially constituted subordinate organization (i.e., units/districts/counties), which in turn have received favorable action by their respective department conventions or department governing board meeting (commonly known as the Department Executive Committee or department board) can then be presented in resolution form to the NEC which must act upon the resolution at its next regularly scheduled meeting provided the NEC has received adequate notice of the resolution originating from a unit or intermediate body.

FAQ 11: What happens to a resolution once the issue has been addressed and the mission accomplished

Response: A common problem in many organizations is the accumulation of motions that have been incorporated into various governing documents and over time have been accomplished, fulfilled, or otherwise become obsolete.

Once an issue that was the subject of an adopted resolution has been addressed either by accomplishing the goal or by the adoption of another resolution that supersedes the previous Resolution, any appropriate committee (e.g. Americanism, Membership, etc.) may submit a resolution to the governing body to rescind the resolution that is now obsolete. A rescinding resolution may group more than one resolution that needs to be rescinded by that committee. The rescinding resolution should clearly indicate that the resolution(s) to be rescinded have been accomplished or rendered obsolete by virtue of a superseding resolution.

FAQ 12: When transcribing minutes, can the secretary summarize the discussion in her own words based on her interpretation of what happened, in order to clarify for others?

Response: A transcription or transcript is a verbatim written document of everything that was said and acted upon at a meeting. Minutes need not be transcripts. Some large organization publish the transcripts as the meeting 'proceedings' - a tradition at the National level of the ALA and The American Legion, but that is not a legal requirement. The American Legion and American Legion Auxiliary both publish transcripts of each National Convention because a year transpires between each convention, convention delegates change from year to year, and it is simply impractical for convention minutes to be circulated and adopted by the National Convention delegates who attended the year before. Therefore, the National Convention proceedings are published verbatim.

Acceptable meeting minutes are summaries of what happened, and necessarily include summary statements of the business that transpired during the meeting. The reason minutes are circulated for review and approval by the board or committee for which the meeting minutes were taken is so that the minutes accurately reflect what the majority of the board or committee members understood the actions to have been. The members who participated have the obligation to review the summarization with an opportunity to amend and correct anything if needed. They then attest to their accuracy by casting their votes to 'adopt' the minutes or amend the minutes for subsequent adoption. Minutes should be factual

and reflect only what was discussed without the secretary's opinion, favorable or otherwise, on anything said or done. The only time an opinion may be included in the minutes is when a board or committee member requests during a meeting that a statement is included in the minutes 'for the record'. The minutes should then include the statement and reflect who made it and requested it be 'in the record'.