

To: CCRA Board of Directors

From: Elena Cappella, Chair of the Ad Hoc Committee on the Bylaws

Date: May 2, 2021

RE: Proposed Rules for the Conduct of Meetings

Unlike our current Bylaws, the Proposed Bylaws, which the Board recommends for adoption at the upcoming Annual Meeting, do not append a set of rules for the conduct of Board and Membership meetings. Instead, section C of Article XIV of the Proposed Bylaws provides as follows:

The Board must adopt and apply (and periodically review and, as appropriate, amend) rules for the conduct of meetings of the Corporation and of the Board in conformity with these Bylaws and with generally accepted standards for the conduct of comparable meetings in similar organizations. The rules of conduct may permit the President or other meeting Chair to modify the rules if necessary or advisable under the circumstances of a specific meeting.

Article VII.A.3(a) of the Proposed Bylaws reserves to the Board alone the power to adopt and amend meeting rules.

After reviewing the rules that are appended to our current Bylaws and conducting some online research into generally accepted standards for meetings like our Board and Annual Meetings, I drafted rules for the consideration and approval of the Board on May 11. The rules include two pertinent appendices designed for guidance: one is a motions' "cheat sheet" in table format from Robert's Rules; the other sets forth guidelines for virtual meetings. Prior drafts of the three attachments were distributed to the ad hoc committee and to the Executive Vice President and any comments I received were taken into account.

Board members who have comments, suggestions, or questions on the attached drafts are asked to send them by email in advance of the meeting. Thank you.

The Center City Residents' Association (CCRA)

Rules for the Conduct of Meetings of the CCRA Board Of Directors

And Meetings of the Membership of CCRA

(Approved by the Board of Directors on [date], effective July 1, 2021)

These rules for the conduct of meetings, including the motions table in Appendix 1 and the guidelines for virtual meetings in Appendix 2, are intended to serve as standards for the conduct of Board and Membership meetings and to be followed to the extent the President or other Chair of the meeting determines is reasonable and fair under the circumstances of the specific meeting. For good reason announced to members entitled to vote at the meeting, the meeting's Chair may amend or disregard one or more of these rules either before or during the meeting and may, at any time, request the advice of a parliamentarian if one is assigned and available. Disputes over procedure that cannot be resolved under the Bylaws, these rules, or the attached Appendices, should be resolved by reference to the current Robert's Rules of Order.

A. THE PRESIDENT OR OTHER CHAIR OF THE MEETING:

1. Calls the meeting to order at the time previously announced, and determines and declares whether any required quorum is present. (Actions may not be taken if a required quorum is not attained at the meeting; if an attained quorum is later lost, actions may be taken only in accord with the Bylaws.)
2. Introduces business in the order of the agenda to the extent practicable.
3. Sets a tone for the meeting of collegiality, respect, and inclusiveness.
4. Maintains order, keeping the discussion germane to the pending matter and ensuring that all viewpoints are expressed.
5. May permit informal discussion without first requiring a motion, but should ask for a motion as soon as the Chair senses it is time for one to be formulated.
6. Recognizes those who wish to speak.
7. Determines if a motion, point, or objection is in order.
8. May not use the power over procedure to influence the outcome of a debate, and generally should refrain from stating a position on a matter being debated until all members wishing to speak on it have had the opportunity to do so.
9. May not make or second a motion.

10. May end debate that the Chair reasonably concludes is repetitive, excessive, or disorderly.
11. Puts motions to a vote, using unanimous consent when appropriate, and announces the result, and ensures that any member who requests to be recorded as voting for or against a motion, or as abstaining, will be so recorded.
12. May not vote except in the following circumstances:
 - (a) to create or break a tie on a matter requiring a majority vote;
 - (b) to defeat or win a matter requiring a two-thirds vote;
 - (c) when a unanimous vote of all members is required;
 - (c) when voting is conducted by secret ballot; or
 - (d) when the Chair reasonably determines it is necessary or prudent to participate in the proceedings on a specific matter and relinquishes the chair to another officer to preside during those proceedings.
13. May call a meeting into executive (i.e., closed) session only for an appropriate purpose and require any attendees not entitled to vote (and not otherwise needed at or invited to the closed session) to absent themselves. (Executive sessions must be limited to the business justifying the closure.)
14. At the appropriate time, asks for a motion to adjourn.

B. PROCEDURE WITH RESPECT TO MOTIONS:

1. A member wishing to make a motion (or raise a point or objection) must first obtain the floor.
2. The recognized member states the matter. If it is in order and requires a second, the Chair asks for a second. If not seconded, it dies without debate. If seconded, it is then debated and the maker is given the right to speak first.
3. Another member may propose a “friendly amendment” to a motion on the floor. If the proposed amendment is acceptable to the maker and seconder of the main motion, then debate continues on the motion as amended. If it is not acceptable, then debate proceeds on the motion as originally introduced.
4. Some motions -- including, without limitation, ones to amend the main motion, to table it, to refer it to committee, and to call the question (i.e., close debate and vote on the motion) -- if ruled in order, take precedence over debate on the main motion. (See Appendix 1.)
5. Debate is closed when the discussion ends as determined by the Chair, or on order of the Chair under §A.10, or when a motion passes that effectively closes debate, whichever comes first.
6. Once debate is closed, the Chair (or Secretary) restates the motion; the Chair then calls for a vote, determines the method of voting, and announces the result.

7. Except when a two-thirds or other proportion is required to approve a motion by law, the Bylaws, or these Rules (or an Appendix to them), motions pass upon the approval of a majority of those present, eligible to vote on the matter, and voting. (Abstentions are not votes and the Chair may, but need not, ask for them; members who wish to have their abstention noted in the record should make that request during or as soon as possible after the meeting.)

C. GENERAL RULES OF DEBATE

1. A member may not speak until recognized by the Chair; discussion must be relevant to the immediately pending matter or motion.
2. Unless the Chair, for good cause, permits otherwise, a member may not speak on a specific matter or motion (a) more than twice; or (b) for more than five continuous minutes; or (c) for a second time until every member who wishes to speak on it has had the opportunity to do so.
3. All remarks must be addressed to the Chair; cross debate is not permitted.
4. A member who makes a motion may not speak against it, but may vote against it.
5. When possible, the Chair should recognize speakers by alternating between those supporting and those opposing the motion.
6. When many members wish to speak on a motion, the Chair (or monitor of a virtual meeting) should make a list or queue of such members; if warranted, the Chair may limit as fairly as possible the number of supporters and opponents who may speak and the time allotted to each.
7. The rules of debate, including any time or speaker limits and any changes announced in the rules for the specific meeting (or for a specific matter or motion), can be changed by the floor only upon a motion approved by two-thirds of the members present and voting.
8. Debate must be respectful at all times. Speakers should address issues, not personalities, and should refrain from making personal attacks or questioning the motive of other speakers. No member or other person may disrupt the assembly and the Chair may take or direct whatever actions are necessary or prudent to ensure a civilized debate and a courteous and productive meeting.

APPENDIX 1

This table from Robert's Rules of Order is provided for guidance at meetings.

Action	What to Say	Can interrupt speaker?	Need a Second?	Can be Debated?	Can be Amended?	Votes Needed
Introduce main motion	"I move to..."	No	Yes	Yes	Yes	Majority
Amend a motion	"I move to amend the motion by...." (add or strike words or both)	No	Yes	Yes	Yes	Majority
Move item to committee	"I move that we refer the matter to committee."	No	Yes	Yes	No	Majority
Postpone item	"I move to postpone the matter until..."	No	Yes	Yes	No	Majority
End debate	"I move the previous question."	No	Yes	Yes	No	Majority
Object to procedure	"Point of order."	Yes	No	No	No	Chair decision
Recess the meeting	"I move that we recess until..."	No	Yes	No	No	Majority
Adjourn the meeting	"I move to adjourn the meeting."	No	Yes	No	No	Majority
Request information	"Point of information."	Yes	No	No	No	No vote
Overrule the chair's ruling	"I move to overrule the chair's ruling."	Yes	Yes	Yes	No	Majority
Extend the allotted time	"I move to extend the time by ___ minutes."	No	Yes	No	Yes	2/3
Enforce the rules or point out incorrect procedure	"Point of order."	Yes	No	No	No	No vote
Table a Motion	"I move to table..."	No	Yes	No	No	Majority

Verify voice vote with count	"I call for a division."	No	No	No	No	No vote
Object to considering some undiplomatic matter	"I object to consideration of this matter..."	Yes	No	No	No	2/3
Take up a previously tabled item	"I move to take from the table..."	No	Yes	No	No	Majority
*Reconsider something already disposed of	"I move to reconsider our action to..."	Yes	Yes	Yes	Yes	Majority
Consider something out of its scheduled order	"I move to suspend the rules and consider..."	No	Yes	No	No	2/3
Close the meeting for executive session	"I move to go into executive session."	No	Yes	No	No	Majority
Personal preference- noise, room temperature, distractions	"Point of privilege"	Yes	No	No	No	No vote

Action **What to say** **Interrupt speaker?** **Need 2nd?** **Debate?** **Amend?** **Vote?**

The seven motions and one point listed below are "privileged" and take precedence in the order shown. When any one of these is pending, no other motion or point on this list of eight may be introduced except for ones shown above the one pending. However, other matters in the above table may be introduced at any time except when the meeting is considering one of the first three matters below, namely, a motion to adjourn or recess or a point of privilege.

- (1) Motion to adjourn
- (2) Motion to recess
- (3) Point of privilege (e.g., to complain about noise or distractions)
- (4) Motion to table
- (5) Motion to end debate (or to move or call the question)
- (6) Motion to postpone consideration (of the matter or item)
- (7) Motion to amend (another motion)
- (8) Main motion

APPENDIX 2: GUIDELINES FOR VIRTUAL MEETINGS*

A. Attendance

1. Identification of all meeting attendees is necessary to establish whether a required quorum is achieved, and is also conducive to collegiality. Attendees should register in advance when possible. Upon accessing the meeting, especially large meetings like the Annual Meeting, all attendees should use the “chat box” to indicate their presence using their full name. Those attending as “guests” -- i.e., without the right to vote at the meeting -- should indicate that status. Persons uncertain about whether they can vote should ask that question in the chat box.
2. Attendees should remain attentive to the proceedings and avoid distractions and multi-tasking. Once noted as “present,” attendees who wish to leave the meeting before adjournment should “sign off” in the chat box; if they later rejoin the meeting, they should sign back in.

B. Video and Audio

1. At virtual meetings, each person’s audio should be muted except when speaking; after relinquishing the floor, the speaker’s audio should again be muted. Other potentially disturbing noises should be minimized for the entirety of the meeting. Thus, for example, computer notifications, pop-ups, and cell phone ringers should be silenced or put on vibration mode.
2. Having all videos on at the same time may not be a viable option for large meetings. Even if all attendees have perfect internet connection and smooth video, the sheer amount of movement can be distracting and make it hard to focus on the matter at hand or on the person who has the floor. Thus, at large meetings like the Annual Meeting, the Chair may limit those whose video may be turned on to a few persons, including, e.g., the meeting Chair, each person when recognized to speak, the assigned online host, if any, and the monitor for the speaker queue and chat box, if any.
3. At small meetings, such as Board and Committee meetings, attendees should keep their video on and adjust lighting and positioning to enhance facial visibility. Good video helps foster collegiality within the group and helps the Chair and others perceive nonverbal reactions to the matter at hand.

C. Speaking

1. Only one person may have the floor at a time. To gain the floor, attendees should use a hand-raising tool or the chat box. A recognized speaker should have both video and audio turned on.
2. Speakers should identify themselves by name each time they speak unless the Chair has called on them by name; if the speaker is a guest, that status should be noted by the Chair or the speaker.
3. A comment in the chat box should be treated as an integral part of the queue and accorded the same priority as those in the speaking queue. The box may be used for many reasons, e.g., to report a technical problem, sign off, ask a question, or seek the floor to make a motion or offer a comment. Thus, it should be monitored closely by a person assigned that role. At appropriate times or when asked to do so by the Chair, the monitor should call out the queue and read aloud any relevant comments in the chat box. Persons in the queue (via hand-raise or chat box) who indicate they have an “answer” to a question posed or a “proposal” or “motion” to present, may be given priority to speak, even if not next in the queue.

D. Voting

1. If members are asked to approve an action by “unanimous consent,” silence will mean consent. Thus, members wishing to dissent must do so timely, either orally or by using the hand tool or the chat box.
2. If voting is by ballot, the ballot should be completed as instructed within the allotted time. A guest who mistakenly receives a ballot should immediately report the receipt in the chat box and must not vote.

*These guidelines are for meetings held by Zoom, but if another technology is used, similar guidelines should apply. The guidelines may also be adapted for in-person meetings at which some individuals participate by remote access.