

**SUCCESSOR AGENCY
CITY OF BRISBANE**

Item 5a

OVERSIGHT BOARD MEETING DATE: March 27, 2012

**ITEM TITLE: Consideration of a Resolution Adopting Bylaws for the Oversight Board of
Successor Agency City of Brisbane**

RECOMMENDATION:

Adopt a Resolution of the Oversight Board of Successor Agency City of Brisbane adopting Bylaws for the Oversight Board.

FISCAL IMPLICATIONS:

The Successor Agency has and will continue to incur administrative expenses in the preparation of materials presented to the Oversight Board and conducting meetings of the Oversight Board. The Successor Agency is entitled to at least \$250,000 annually for reimbursement of the costs of administration.

BACKGROUND:

Pursuant to Section 34172 of the Community Redevelopment Law (Health and Safety Code Section 33000 *et seq.*; "CRL"), as modified by the California Supreme Court decision entered December 29, 2011, in *California Redevelopment Assn. v. Matosantos* (Case No. S194861), on February 1, 2012, all redevelopment agencies in the State of California were dissolved. On that date, by operation of law pursuant to CRL Section 34175, all assets, properties, contracts, leases, books and records, buildings and equipment of redevelopment agencies were transferred to successor agencies. On January 9, 2012, the City Council of the City of Brisbane adopted Resolution No. 2012-1, affirming that the City would serve as the Successor Agency to the former Brisbane Redevelopment Agency ("Redevelopment Agency"), in which capacity the City will wind down the affairs of the former Redevelopment Agency at the direction of an oversight board. The Oversight Board has been established pursuant to H&S Code Section 34179 to assist in the close out and wind down of the dissolved Redevelopment Agency.

In order to facilitate the process of meetings and establish rules for the Oversight Board, a set of Bylaws will need to be adopted. Staff has prepared suggested Bylaws (Exhibit A of Attachment 1) for the Board's consideration. Also provided as Attachment 2 are a summary of Robert's Rules of Order for conducting meetings, referred to in the Bylaws.

Attachments:

1. Resolution of the Oversight Board of Successor Agency City of Brisbane adopting Bylaws for the Oversight Board.
 - Exhibit A – Bylaws for Oversight Board
2. Summary of Robert's Rules of Order.



Stuart Schillinger, Administrative Services Director

RESOLUTION NO. OB 2012- 01

A RESOLUTION OF THE OVERSIGHT BOARD OF SUCCESSOR AGENCY CITY OF BRISBANE ADOPTING BYLAWS FOR THE OVERSIGHT BOARD

WHEREAS, the Brisbane Redevelopment Agency ("Agency") was a redevelopment agency organized and existing under the California Community Redevelopment Law (Health & Safety Code § 33000 *et seq.*) ("CRL") and was authorized to transact business and exercise the powers of a redevelopment agency pursuant to action of the City Council of the City of Brisbane ("City Council" or "City," as applicable); and

WHEREAS, in connection with the approval and adoption of the State Budget for Fiscal Year 2011-12, the California Legislature approved, and the Governor signed (i) Assembly Bill 1X 26 (Stats. 2011, First Extraordinary Session, chap. 5, "AB1X 26"), which immediately suspended all otherwise legal redevelopment activities and incurrence of indebtedness, and created a procedure to dissolve all redevelopment agencies effective October 1, 2011 (the "Dissolution Act"); and (ii) Assembly Bill 1X 27 (Stats. 2011, First Extraordinary Session, chap. 6, "AB1X 27"), which allowed communities to avoid the consequences of the Dissolution Act and continue their redevelopment agency if the community agreed to comply with the alternative voluntary redevelopment program described in Section 2 of AB1X 27 (the "Alternative Redevelopment Program"); and

WHEREAS, the constitutionality of the Dissolution Act and Alternative Redevelopment Program was challenged by the filing of a Petition for Writ of Mandate in the California Supreme Court on July 18, 2011 (*California Redevelopment Association, et al., v. Ana Matosantos, et al.*, Case No. S194861) on behalf of California cities, counties and redevelopment agencies; and

WHEREAS, on December 29, 2011, the California Supreme Court upheld AB1X 26 and struck down AB1X 27, effectively ending redevelopment in the State of California, and, as part of its decision, generally reformed the timelines applicable to the Dissolution Act, extending most of them by 4 months; and

WHEREAS, the City Council adopted Resolution No. 2012-1 on January 9, 2012, affirming that the City would serve as the successor agency to the former Agency ("Successor Agency City of Brisbane"), in which capacity the City will wind down the affairs of the Agency at the direction of an oversight board; and

WHEREAS, on February 1, 2012, pursuant to Section 34172 of the CRL, the former Agency was dissolved by operation of law, and pursuant to Section 34175(b), all assets, properties, contracts, leases, books and records, buildings and equipment of the former Agency were transferred to the control of the City, in its capacity as Successor Agency, for administration pursuant to the provisions of Part 1.85 of the CRL (Health and Safety Code Section 34170 *et seq.*); and

WHEREAS, the Oversight Board of Successor Agency City of Brisbane has been established pursuant to CRL Section 34179 to take certain actions to wind down the affairs of the Agency in accordance with the CRL; and

WHEREAS, the Oversight Board desires to adopt bylaws for the general operation of the Oversight Board, including but not limited to the designation of officers and conduct of meetings.

NOW, THEREFORE, the Oversight Board of Successor Agency City of Brisbane does hereby resolve as follows:

Section 1. Recitals. The Recitals set forth above are true and correct and incorporated herein.

Section 2. Adoption of Bylaws. The Bylaws of the Oversight Board, a copy of which is attached hereto and incorporated herein as Exhibit A, are hereby approved and adopted.

PASSED AND ADOPTED this 19th day of March, 2012, by the following vote:

AYES: _____

NOES: _____

ABSENT: _____

Chairperson of the Oversight Board of
Successor Agency City of Brisbane

ATTEST:

Secretary of the Oversight Board of Successor
Agency City of Brisbane

BYLAWS

OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY CITY OF BRISBANE (Successor Agency of the Former Brisbane Redevelopment Agency)

ARTICLE I - THE OVERSIGHT BOARD

Section 1. Name of Oversight Board

The name of the Oversight Board shall be the “Oversight Board for the Successor Agency City of Brisbane” (“Brisbane Oversight Board”).

Section 2. Purpose

The Brisbane Oversight Board shall perform the duties described in Chapter 4 (commencing with Section 34179) of Part 1.85 of Division 24 of the Health and Safety Code in connection with the winding down of the affairs of the former Brisbane Redevelopment Agency (“former Brisbane Redevelopment Agency”) by the City of Brisbane in its capacity as the successor agency (“Brisbane Successor Agency”) of the former Brisbane Redevelopment Agency.

a. Duties and Responsibilities

The duties and responsibilities of the Brisbane Oversight Board are to direct the Brisbane Successor Agency to do all of the following or as may be amended by any amendments to Health and Safety Codes Section 34181:

- (1) Dispose of all assets and properties of the former Brisbane Redevelopment Agency that were funded by tax increment revenues expeditiously and in a manner aimed at maximizing value; provided, however, that the Brisbane Oversight Board may instead direct the Brisbane Successor Agency to transfer ownership of those assets that were constructed and used for a governmental purpose to the appropriate public jurisdiction pursuant to any existing agreements relating to the construction or use of such an asset, with any compensation for the asset governed by the agreements relating to the construction or use of that asset;
- (2) Cease performance in connection with and terminate all existing agreements that do not qualify as enforceable obligations, as that term is defined in subdivision (d) of Section 34171 of the Health and Safety Code;

- (3) Transfer housing responsibilities and all rights, powers, duties and obligations related thereto to the entity designated as the housing successor by the City of Brisbane pursuant to Section 34176 of the Health and Safety Code;
- (4) Terminate any agreement between the former Brisbane Redevelopment Agency and any public entity located in the County of San Mateo that obligates the former Brisbane Redevelopment Agency to provide funding for any debt service obligations of the public entity or for the construction or operation of facilities owned or operated by such public entity, in any instance where the Brisbane Oversight Board finds that early termination would be in the best interests of the taxing entities; and
- (5) Determine whether any contracts, agreements or other arrangements between the former Brisbane Redevelopment Agency and any private parties should be terminated or renegotiated to reduce liabilities and increase net revenues to the taxing entities, and present proposed termination or amendment agreements to the Brisbane Oversight Board for consideration and approval; the Brisbane Oversight Board may approve any amendments to or early termination of such agreements where it finds that amendments or early termination would be in the best interests of the taxing entities.

b. Approvals Required

The following actions of the Brisbane Successor Agency shall first be approved by the Brisbane Oversight Board or as may be amended by any amendments to Health and Safety Codes Section 34180:

- (1) The establishment of new repayment terms for outstanding loans where the terms have not been specified prior to February 1, 2012;
- (2) Refunding of outstanding bonds or other debt of the former Brisbane Redevelopment Agency by the Brisbane Successor Agency in order to provide for savings or to finance debt service spikes; provided, however, that no additional debt is created and debt service is not accelerated;
- (3) Setting aside of amounts in reserves as required by indentures, trust indentures, or similar documents governing the issuance of outstanding bonds of the former Brisbane Redevelopment Agency;
- (4) Merging of project areas of the former Brisbane Redevelopment Agency;

- (5) Continuing the acceptance of federal or state grants, or other forms of financial assistance from either public or private sources, where assistance is conditioned upon the provision of matching funds by the Brisbane Successor Agency, as successor to the former Brisbane Redevelopment Agency, in an amount greater than five percent (5%);
- (6) Agreements between the City of Brisbane and other taxing entities permitting the City of Brisbane to retain properties of the former Brisbane Redevelopment Agency in exchange for compensation as determined by subdivision (f) of Section 34180 of the Health and Safety Code;
- (7) Establishment of the recognized obligation payment schedule pursuant to Section 34177(l) of the Health and Safety Code;
- (8) A request by the Brisbane Successor Agency to enter into an agreement with the City of Brisbane; and
- (9) A request by the Brisbane Successor Agency or a taxing entity to pledge, or to enter into an agreement for the pledge of, property tax revenues pursuant to subdivision (b) of Section 34178 of the Health and Safety Code.

c. Review by State Department of Finance

The State Department of Finance (“DOF”) may review any action of the Brisbane Oversight Board. The Administrative Services Director of the Brisbane Oversight Board shall be the contact between the Brisbane Oversight Board and DOF and shall provide his/her telephone and email contact information to DOF. Actions taken by the Brisbane Oversight Board shall not be effective for three (3) business days, pending a request for review by DOF. In the event that DOF requests review of an action taken by the Brisbane Oversight Board, DOF shall have ten (10) days from the date of its request to approve the action or return it to the Brisbane Oversight Board for reconsideration, with suggested modifications. In the event that DOF returns the action to the Brisbane Oversight Board for reconsideration, the Brisbane Oversight Board shall consider the modified action, and resubmit the modified action to DOF for approval; the modified action shall not become effective until approved by DOF.

Section 3. Membership/Duration

a. Total Membership/Appointment

The total membership of the Brisbane Oversight Board shall be seven (7), selected as follows or as may be amended by any amendments to Health and Safety Codes Section 34179:

:

- (1) One member shall be appointed by the Board of Supervisors of the County of San Mateo;
- (2) One member shall be appointed by the Mayor of the City of Brisbane;
- (3) One member shall be appointed by the largest, by property tax share, special district (as defined in Revenue and Taxation Code Section 95) with territory in the territorial jurisdiction of the former Brisbane Redevelopment Agency;
- (4) One member, to represent schools, shall be appointed by the elected County of San Mateo Superintendent of Education or, if the County Superintendent is appointed, then this member shall be appointed by the County of San Mateo Board of Education;
- (5) One member shall be appointed by the Chancellor of the California Community Colleges to represent community college districts in the County of San Mateo;
- (6) One member shall be a member of the public appointed by the Board of Supervisors of the County of San Mateo; and
- (7) One member, to represent the employees of the former Brisbane Redevelopment Agency, shall be appointed by the Mayor of the City of Brisbane from the recognized employee organization representing the largest number of former Brisbane Redevelopment Agency employees employed by the Brisbane Successor Agency at the time of appointment.

The Governor may appoint individuals to fill any member position identified herein that has not been filled by May 15, 2012. Following its initial formation, the Brisbane Oversight Board shall report the names of its officers and other members to DOF.

The members shall serve without compensation and without reimbursement for expenses. Each member shall serve at the pleasure of the entity that appointed such member.

b. Duration

The Brisbane Oversight Board shall be and remain established until the sooner of (1) the date that all indebtedness of the former Brisbane Redevelopment Agency has been repaid, or (2) July 1, 2016, at which time the Brisbane Oversight Board shall be dissolved and replaced by a single oversight board for all successor agencies within the County of San Mateo.

Section 4. Local Entity

Pursuant to subdivision (e) of Section 34179 of the Health and Safety Code, the Brisbane Oversight Board shall be deemed to be a local entity for purposes of the Ralph M. Brown Act, the California Public Records Act, and the Political Reform Act of 1974.

Section 5. Personal Immunity

Brisbane Oversight Board members shall have personal immunity from suit for their actions taken within the scope of their responsibilities as members of the Brisbane Oversight Board.

Section 6. Fiduciary Responsibilities

Brisbane Oversight Board members shall have fiduciary responsibilities to holders of enforceable obligations, as that term is defined in subdivision (d) of Section 34171 of the Health and Safety Code, and the taxing entities that benefit from distributions of property tax and other revenues pursuant to Section 34188 of the Health and Safety Code.

Section 7. Resignation

Any Brisbane Oversight Board member may resign at any time by giving written notice to the Chairperson, who shall forward such notice to the Brisbane Successor Agency and to DOF. Any such resignation will take effect upon receipt or upon any date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 8. Filling of Vacancies

In the event of a vacancy on the Brisbane Oversight Board, the appointing entity for the vacant seat shall select a member to fill such vacancy as soon as reasonably practicable, provided, however, that the Governor may appoint individuals to fill any member position that remains vacant for more than sixty (60) days.

Section 9. Staff

The Brisbane Oversight Board may direct the staff of the Brisbane Successor Agency, through the City Manager or his/her designee, to perform work in furtherance of the duties and responsibilities of the Brisbane Oversight Board. The Brisbane Successor Agency shall pay for all of the costs of the meetings of the Brisbane Oversight Board and may include those costs in the administrative budget of the Brisbane Successor Agency. The Brisbane Successor Agency shall keep the records of the Brisbane Oversight Board, and the City Manager shall designate a staff member to act as secretary at the meetings of the Brisbane Oversight Board. The secretary shall prepare agendas and minutes of meetings of the Brisbane Oversight Board, shall keep a record of the meetings in a journal of proceedings of the Brisbane Oversight Board, and shall attest to and/or countersign all documents of the Brisbane Oversight Board.

ARTICLE II - OFFICERS

Section 1. Officers

The officers of the Brisbane Oversight Board shall consist of a Chairperson and a Vice Chairperson, who shall be elected in the manner set forth in this Article II.

Section 2. Chairperson

The Chairperson shall preside at all meetings of the Brisbane Oversight Board, and shall submit such agenda, recommendations and information at such meetings as are reasonable and proper for the conduct of the business affairs and policies of the Brisbane Oversight Board. The Chairperson shall sign all documents necessary to carry out the business of the Brisbane Oversight Board.

Section 3. Vice Chairperson

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In the event of the death, resignation or removal of the Chairperson, the Vice Chairperson shall assume the Chairperson's duties until such time as the Brisbane Oversight Board shall elect a new Chairperson.

Section 4. Additional Duties

The officers of the Brisbane Oversight Board shall perform such other duties and functions as may from time to time be required by the Brisbane Oversight Board, these Bylaws, or other rules and regulations, or which duties and functions are incidental to the office held by such officers.

Section 5. Election

The Chairperson and Vice Chairperson shall be elected from among the members of the Brisbane Oversight Board at the first regular meeting of the Brisbane Oversight Board. Thereafter, the Chairperson and Vice Chairperson shall be elected from among the members of the Brisbane Oversight Board at each annual meeting. Each officer shall hold office until the next annual meeting of the Brisbane Oversight Board following his/her election and until his/her successor is elected and in office. Any such officer shall not be prohibited from succeeding himself or herself, but no person shall be elected as an officer for more than two consecutive terms.

Section 6. Vacancies

Should the office of the Chairperson or Vice Chairperson become vacant, the Brisbane Oversight Board shall elect a successor from among the Brisbane Oversight Board members at the next regular or special meeting, and such office shall be held for the unexpired term of said office.

ARTICLE III - MEETINGS

Section 1. Annual Meetings

Annual meetings shall be held on the [date/day (e.g., fourth Thursday)] in [_____] of each year at the hour of _____ p.m., at the Council Chambers at City Hall, Brisbane, California, or at such other locations as the Oversight Board may designate by resolution, provided, however, that should said date be a legal holiday, then any such annual meeting shall be held on the next business day thereafter ensuing which is not a legal holiday. At annual meetings, the Chairperson and Vice Chairperson shall be elected; reports of the affairs of the Brisbane Oversight Board shall be considered; and any other business may be transacted which is within the purposes of the Brisbane Oversight Board. Notice of an annual meeting shall be published in a newspaper of general circulation in the territorial jurisdiction of the Brisbane Successor Agency at least once not less than ten (10) days prior to the date of the annual meeting.

Section 2. Regular Meetings

The Brisbane Oversight Board shall meet regularly on the [date/day (e.g., second and fourth Thursday)] of each month, at the hour of _____ p.m., at Council Chambers at City Hall, Brisbane, California, or at such other locations as the Oversight Board may designate by resolution or in the notice of call of any special meeting. In the event that the regular meeting date shall be a legal holiday, then any such regular meeting shall be held on the next business day thereafter ensuing that is not a legal holiday. A notice, agenda and other necessary documents shall be delivered to the members, personally or by mail, at least seventy-two (72) hours prior to the meeting.

Section 3. Special Meetings

Special meetings may be held upon call of the Chairperson, or an affirmative vote by a majority of the members of the Brisbane Oversight Board present at a regular or special meeting of the Brisbane Oversight Board at which a quorum is present, for the purpose of transacting any business designated in the call, after notification of all members of the Brisbane Oversight Board by written notice personally delivered or by mail at least twenty-four (24) hours before the time specified notice for a special meeting. At such special meeting, no business other than that designated in the call shall be considered.

Section 4. Adjourned Meetings

Any meeting of the Brisbane Oversight Board may be adjourned to an adjourned meeting without the need for notice requirements of a special meeting, provided the adjournment indicates the date, time and place of the adjourned meeting. Brisbane Oversight Board members absent from the meeting at which the adjournment decision is made shall be notified by the Chairperson of the adjourned meeting.

Section 5. All Meetings to be Open and Public

All meetings of the Brisbane Oversight Board shall be open and public to the extent required by law. All persons shall be permitted to attend any such meetings, except as otherwise provided by law.

Section 6. Posting Agendas/Notices

The secretary, or his/her authorized representative, shall post an agenda for each regular Brisbane Oversight Board meeting or a notice for each special Brisbane Oversight Board meeting containing a brief description of each item of business to be transacted or discussed at the meeting together with the time and location of the meeting. Agendas/notices shall be posted at City Hall, Brisbane, California (a location readily accessible to the public) at least seventy-two (72) hours in advance of each regular meeting and at least twenty-four (24) hours in advance of each special meeting.

All notices required by law for proposed actions by the Brisbane Oversight Board shall also be posted on the Brisbane Successor Agency's internet web site or the Brisbane Oversight Board's internet web site, if one exists.

Section 7. Right of Public to Appear and Speak

At every regular meeting, members of the public shall have an opportunity to address the Brisbane Oversight Board on matters within the Brisbane Oversight Board subject matter jurisdiction. Public input and comment on matters on the agenda, as well as public input and comment on matters not otherwise on the agenda, shall be made during the time set aside for public comment; provided, however, that the Brisbane Oversight Board may direct that public input and comment on matters on the agenda be heard when the matter regularly comes up on the agenda.

The Chairperson may limit the total amount of time allocated for public discussion on particular issues and/or the time allocated for each individual speaker.

Section 8. Non-Agenda Items

Matters brought before the Brisbane Oversight Board at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon by the Brisbane Oversight Board

at that meeting unless action on such matters is permissible pursuant to the Ralph M. Brown Act (Gov. Code §54950 et seq.). Those non-agenda items brought before the Brisbane Oversight Board which the Brisbane Oversight Board determines will require Brisbane Oversight Board consideration and action and where Brisbane Oversight Board action at that meeting is not so authorized shall be placed on the agenda for the next regular meeting.

Section 9. Quorum

The powers of the Brisbane Oversight Board shall be vested in the members thereof in office from time to time. A majority of the total membership of the Brisbane Oversight Board shall constitute a quorum for the purpose of conducting the business of the Brisbane Oversight Board, exercising its powers and for all other purposes, but less than that number may adjourn the meeting from time to time until a quorum is obtained. An affirmative vote by a majority of the total membership of the Brisbane Oversight Board shall be required for approval of any questions brought before the Brisbane Oversight Board.

Section 10. Unexcused Absences

If a member shall be absent from three (3) meetings, whether regular or special, within six (6) consecutive calendar months, such absence shall result in the termination of the membership of the absenting member. A member's absence shall be excused if, prior to the meeting from which said member will be absent, said member notifies the Chairperson of his or her intent to be absent and the reasons therefor; provided, however, that a member shall be entitled to only two (2) excused absences within twelve (12) consecutive calendar months. At each meeting, after the roll has been called, the Chairperson shall report to the Brisbane Oversight Board the name of any member who has so notified him or her of his or her intent to be absent and the reason for such absence.

Section 11. Order of Business

All business and matters before the Brisbane Oversight Board shall be transacted in conformance with Robert's Rules of Order.

Section 12. Minutes

Minutes of the meetings of the Brisbane Oversight Board shall be prepared in writing by the secretary. Copies of the minutes of each Brisbane Oversight Board meeting shall be made available to each member of the Brisbane Oversight Board and the Brisbane Successor Agency. Approved minutes shall be filed in the official book of minutes of the Brisbane Oversight Board.

ARTICLE IV - REPRESENTATION BEFORE PUBLIC BODIES

Any official representations on behalf of the Brisbane Oversight Board before the Brisbane Successor Agency, the San Mateo County Auditor-Controller, the State Controller, DOF, or any other public body shall be made by the Chairperson.

ARTICLE V - AMENDMENTS

These Bylaws may be amended upon an affirmative vote by a majority of the total membership of the Brisbane Oversight Board, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has previously been given to all members of the Brisbane Oversight Board. Notice of the amendment shall identify the section or sections of these Bylaws proposed to be amended. The Brisbane Successor Agency shall be notified of any amendments to these Bylaws.

Parliamentary Procedure for Meetings

Robert's Rules of Order is the standard for facilitating discussions and group decision-making. Copies of the rules are available at most bookstores. Although they may seem long and involved, having an agreed-upon set of rules makes meetings run easier. *Robert's Rules* will help your group have better meetings, not make them more difficult. Your group is free to modify them or find another suitable process that encourages fairness and participation, unless your bylaws state otherwise.

Here are the basic elements of *Robert's Rules*, used by most organizations:

1. **Motion:** To introduce a new piece of business or propose a decision or action, a motion must be made by a group member ("I move that.....") A second motion must then also be made (raise your hand and say, "I second it.") After limited discussion the group then votes on the motion. A majority vote is required for the motion to pass (or quorum as specified in your bylaws.)
2. **Postpone Indefinitely:** This tactic is used to kill a motion. When passed, the motion cannot be reintroduced at that meeting. It may be brought up again at a later date. This is made as a motion ("I move to postpone indefinitely..."). A second is required. A majority vote is required to postpone the motion under consideration.
3. **Amend:** This is the process used to change a motion under consideration. Perhaps you like the idea proposed but not exactly as offered. Raise your hand and make the following motion: "I move to amend the motion on the floor." This also requires a second. After the motion to amend is seconded, a majority vote is needed to decide whether the amendment is accepted. Then a vote is taken on the amended motion. In some organizations, a "friendly amendment" is made. If the person who made the original motion agrees with the suggested changes, the amended motion may be voted on without a separate vote to approve the amendment.
4. **Commit:** This is used to place a motion in committee. It requires a second. A majority vote must rule to carry it. At the next meeting the committee is required to prepare a report on the motion committed. If an appropriate committee exists, the motion goes to that committee. If not, a new committee is established.
5. **Question:** To end a debate immediately, the question is called (say "I call the question") and needs a second. A vote is held immediately (no further discussion is allowed). A two-thirds vote is required for passage. If it is passed, the motion on the floor is voted on immediately.
6. **Table:** To table a discussion is to lay aside the business at hand in such a manner that it will be considered later in the meeting or at another time ("I make a motion to table this discussion until the next meeting. In the meantime, we will get more information so we can better discuss the issue.") A second is needed and a majority vote required to table the item being discussed.
7. **Adjourn:** A motion is made to end the meeting. A second motion is required. A majority vote is then required for the meeting to be adjourned (ended).

Note: If more than one motion is proposed, the most recent takes precedence over the ones preceding it. For example if #6, a motion to table the discussion, is proposed, it must be voted on before #3, a motion to amend, can be decided.

In a smaller meeting, like a committee or board meeting, often only four motions are used:

- To introduce (motion.)
- To change a motion (amend.)
- To adopt (accept a report without discussion.)
- To adjourn (end the meeting.)

Remember, these processes are designed to ensure that everyone has a chance to participate and to share ideas in an orderly manner. Parliamentary procedure should not be used to prevent discussion of important issues.

Board and committee chairpersons and other leaders may want to get some training in meeting facilitation and in using parliamentary procedure. Additional information on meeting processes, dealing with difficult people, and using *Robert's Rules* is available from district office staff and community resources such as the League of Women Voters, United Way and other technical assistance providers. Parliamentary Procedure at a Glance, by O. Garfield Jones, is an excellent and useful guide for neighborhood association chairs.

Tips in Parliamentary Procedure

The following summary will help you determine when to use the actions described in *Robert's Rules*.

- **A main motion must be moved, seconded, and stated by the chair before it can be discussed.**
- **If you want to move, second, or speak to a motion, *stand and address the chair.***
- **If you approve the motion as is, *vote for it.***
- **If you disapprove the motion, *vote against it.***
- **If you approve the idea of the motion but want to change it, *amend it or submit a substitute for it.***
- **If you want advice or information to help you make your decision, *move to refer the motion to an appropriate quorum or committee with instructions to report back.***
- **If you feel they can handle it better than the assembly, *move to refer the motion to a quorum or committee with power to act.***
- **If you feel that there the pending question(s) should be delayed so more urgent business can be considered, *move to lay the motion on the table.***
- **If you want time to think the motion over, *move that consideration be deferred to a certain time.***
- **If you think that further discussion is unnecessary, *move the previous question.***
- **If you think that the assembly should give further consideration to a motion referred to a quorum or committee, *move the motion be recalled.***
- **If you think that the assembly should give further consideration to a matter already voted upon, *move that it be reconsidered.***
- **If you do not agree with a decision rendered by the chair, *appeal the decision to the assembly.***
- **If you think that a matter introduced is not germane to the matter at hand, *a point of order may be raised.***
- **If you think that too much time is being consumed by speakers, *you can move a time limit on such speeches.***
- **If a motion has several parts, and you wish to vote differently on these parts, *move to divide the motion.***

PARLIAMENTARY PROCEDURE AT A GLANCE

TO DO THIS	YOU SAY THIS	MAY YOU INTERRUPT SPEAKER	MUST YOU BE SECONDED	IS MOTION DEBATABLE	WHAT VOTE REQUIRED
Adjourn meeting*	I move that we adjourn	No	Yes	No	Majority
Recess meeting	I move that we recess until...	No	Yes	No	Majority
Complain about noise, room temperature, etc.*	Point of privilege	Yes	No	No	No vote
Suspend further consideration of something*	I move we table it.	No	Yes	No	Majority
End debate	I move the previous question	No	Yes	No	2/3 vote
Postpone consideration of something	I move we postpone this matter until...	No	Yes	Yes	Majority
Have something studied further	I move we refer this matter to committee.	No	Yes	Yes	Majority
Amend a motion	I move this motion be amended by...	No	Yes	Yes	Majority
Introduce business (a primary motion)	I move that...	No	Yes	Yes	Majority
Object to procedure or personal affront*	Point of order	Yes	No	No	No vote, Chair decides
Request information	Point of information	Yes	No	No	No vote
Ask for actual count to verify voice vote	I call for a division of the house	No	No	No	No vote
Object consideration of undiplomatic vote*	I object to consideration of this question	Yes	No	No	2/3 vote
Take up a matter previously tabled*	I move to take from the table.	No	Yes	No	Majority
Reconsider something already disposed of*	I move we reconsider our action relative to...	Yes	Yes	Yes	Majority
Consider something already out of its schedule*	I move we suspend the rules and consider	No	Yes	No	2/3 vote
Vote on a ruling by the Chair	I appeal the Chair's decision	Yes	Yes	Yes	Majority

*Not amendable

PARLIAMENTARY PROCEDURE AT A GLANCE

		Debatable	Amendable	Can Be Reconsidered	Requires 2/3 Vote
Privileged Motions	Fix Time at Which to Adjourn	No	Yes	No	No
	Adjourn	No	No	Yes	No
	Question of Privilege	No	Yes	Yes	No
	Call for Order of Day	No	No	Yes	No
Incidental Motions	Appeal	Yes	No	Yes	No
	Objection to Consideration of a Question	No	No	Yes	Yes
	Point of Information	No	No	No	No
	Point of Order	No	No	No	No
	Read Papers	No	No	Yes	No
	Suspend the Rules	No	No	No	Yes
	Withdraw a Motion	No	No	Yes	No
Subsidiary Motions	Lay on the Table	No	No	Yes	No
	The Previous Question (close debate)	No	No	Yes	Yes
	Limit or Extend Debate	No	Yes	Yes	Yes
	Postpone to a Definite Time	Yes	Yes	Yes	No
	Refer to Committee	Yes	Yes	Yes	No
	Amend the Amendment	Yes	No	No	No
	Amendment	Yes	Yes	Yes	No
	Postpone Indefinitely	Yes	No	Yes	No
Main Motion	Main or Procedural Motion	Yes	Yes	Yes	No

This table presents the motions in order of precedence. Each motion takes precedence over (i.e. can be considered ahead of) the motions listed below it. No motion can supersede (i.e. be considered before) any of the motions listed above it.

PLEASE NOTE: many organizations use only the Main Motion and Subsidiary Motions, handling other matters on an informal basis.

IN THE MEETING

TO INTRODUCE A MOTION:

Stand when no one else has the floor.

Address the Chair by the proper title.

Wait until the chair recognizes you.

- Now that you have the floor and can proceed with your motion say "I move that...", state your motion clearly and sit down.
- Another member may second your motion. A second merely implies that the seconder agrees that the motion should come before the assembly and not that he/she is in favor of the motion.
- If there is no second, the Chair says, "The motion is not before you at this time." The motion is not lost, as there has been no vote taken.
- If there is a second, the Chair states the question by saying "It has been moved and seconded that ... (state the motion). . ., is there any discussion?"

DEBATE OR DISCUSSING THE MOTION:

- The member who made the motion is entitled to speak first.
- Every member has the right to speak in debate.
- The Chair should alternate between those "for" the motion and those "against" the motion.
- The discussion should be related to the pending motion.
- Avoid using a person's name in debate.
- All questions should be directed to the Chair.
- Unless there is a special rule providing otherwise, a member is limited to speak once to a motion.
- Asking a question or a brief suggestion is not counted in debate.
- A person may speak a second time in debate with the assembly's permission.

VOTING ON A MOTION:

- Before a vote is taken, the Chair puts the question by saying "Those in favor of the motion that ... (repeat the motion)... say "Aye." Those opposed say "No." Wait, then say "The motion is carried," or "The motion is lost."
- Some motions require a 2/3 vote. A 2/3 vote is obtained by standing
- If a member is in doubt about the vote, he may call out "division." A division is a demand for a standing vote.
- A majority vote is more than half of the votes cast by persons legally entitled to vote.
- A 2/3 vote means at least 2/3 of the votes cast by persons legally entitled to vote.
- A tie vote is a lost vote, since it is not a majority.

AMENDMENTS ILLUSTRATED

Any main motion or resolution may be amended by:

1. Adding at the end
2. Striking out a word or words
3. Inserting a word or words
4. Striking out and inserting a word or words
5. Substitution

A member rises, addresses the chair, receives recognition, and states the motion:

"I move that . . ."



Another member seconds the motion.

The Chair repeats the motion and says, "Is there any discussion?"

Must be germane to the main motion

To improve the motion, a member rises, receives recognition and says, "I move to amend the motion by . . ."

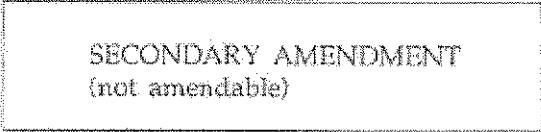


Another member seconds the amendment.

The Chair repeats the amendment and says, "Is there any discussion on the amendment?"

Must be germane to the primary amendment

To improve the amendment, a member rises, receives recognition, and says, "I move to amend the amendment by . . ."



Another member seconds the amendment.

The Chair repeats the amendment to the amendment and says, "Is there any discussion on the amendment to the amendment?"

- When discussion ceases, the Chair says, "Those in favor of the amendment to the amendment say 'Aye.' Those opposed say 'No.'"
- If the vote was in the affirmative, the amendment is included in the primary amendment. The Chair then says, "Is there any discussion on the amended amendment?"
- If there is no discussion, a vote is taken on the amended amendment. If the vote in the affirmative, the amendment is included in the main motion. The chair then says, "Is there any discussion on the amended motion?"
- At this place, the motion can again be amended.
- If there is no further discussion, a vote is taken on the amended motion.
- Even though the amendments carried in the affirmative, the main motion as amended can be defeated.