

# Rules of Order for the Board of Library Trustees

## Scope and Purpose

This document details the rules of order, or parliamentary procedures, to be used in meetings of the Board of Library Trustees. This document contains the entirety of the rules of order. No reference is made or implied to any other set of rules.

The rules of order enable the collegial, efficient, and effective conduct of Board meetings for proper governance and oversight of the Library. The rules of order ensure Trustees have the necessary information and time to carefully consider issues affecting the Library. When thoughtfully and consistently applied, the rules of order foster the public's respect and confidence in the Board of Library Trustees.

## Principles

The rules of order are derived from these core principles:

1. All Trustees have equal rights to be heard, to oppose, and to vote.
2. Trustees consider only one issue at a time.
3. The majority rules.
4. The minority must be heard.
5. The rules facilitate action.

Whenever a novel or ambiguous situation arises, the rules are interpreted to align with the core principles in their entirety.

## Preparation for Meetings

The Library's Chief Executive Officer (CEO) prepares a draft agenda and supporting documents for the Board in preparation for regular and annual meetings. These documents are collectively referred to as the "meeting book." The meeting book is distributed to the Board through Internet-based means. The meeting book is finalized by

5:00 PM on the sixth working day prior to the meeting to allow Trustees a full business week to review and study the meeting book.

## **Conducting the Meeting**

To promote free, open, and candid discussions, the Chair has discretion to manage the meeting and debate (discussion) in the style and with the degree of formality best suited for meeting participants and the nature of the meeting agenda.

During the meeting, all participants follow these decorum norms:

1. Only one person at a time may speak.
2. The speaker has the right to be heard without interruption.
3. The speaker limits their remarks to the topic under consideration.
4. The speaker uses the limited discussion time economically to allow others time to speak and be heard.

The Chair may interrupt, censure, or eject from the meeting any person not abiding by the decorum norms.

## **Motions**

Motions are used to arrive at decisions. Following these rules carefully ensures decisions are made thoughtfully and with due respect to all.

Only one motion may be considered at any one time. It is not permitted to start a motion while another motion is under consideration.

Motions are completed through the following procedure:

1. **Obtaining the Floor.** A Trustee must be recognized by the Chair before beginning the motion.
2. **Beginning a Motion.** A Trustee begins a motion by stating, *“I move that ...”* and describing the action or decision to be taken. If a motion is presented by a

committee chair during their committee report, the Trustee says, *“On behalf of the [committee name], I move that...”*

3. **Seconding a Motion.** After a motion has been made, another Trustee may second the motion by saying *“I second the motion,”* or *“Second.”* A second simply indicates that another Trustee wishes the motion to be considered by the Board. If no one seconds, the motion is not before the Board and the Chair moves on to the next item of business. Motions on behalf of a committee do not need a second since they are de facto seconded by the committee majority.
4. **Debating the Motion.** The Chair restates the motion and opens debate by saying *“It has been moved and seconded that... Is there any discussion?”* The Trustee making the motion has the right to speak first but is not required to speak. All Trustees desiring to speak must be heard. The Chair cannot close debate if any Trustee wishes to continue the discussion.
5. **Amending the Motion.** The debate may show that a motion does not properly state the desired decision or action. In these cases, the Trustee who made the motion says *“I amend the motion. I now move that...”* and states the amended action or decision. The Chair restates the amended motion saying, *“It is now moved that...”* No second is required.
6. **Tabling the Motion.** If the debate cannot be concluded during a reasonable amount of time, the Chair may defer the motion by saying *“If there are no objections, this motion is tabled until our next regular meeting.”* The motion then becomes a consideration item for the next regular meeting (see item 11 in the “Order of Business” section below).
7. **Putting the Question.** When it appears that debate has ended, the Chair asks, *“Is there further discussion?”* If there is no further discussion, the Chair restates the motion and calls for the vote: *“It has been moved and seconded that... All those in favor, say ‘aye.’ Those opposed, ‘no.’”* The Chair always asks for the opposing votes, even when the ayes appear unanimous. Abstentions are not asked for since they do not affect the count of ayes and noes. The vote is taken by voice vote, with the

Chair determining the majority. If a Trustee wishes to have the vote tallied precisely, they address the Chair immediately after the vote saying, *“I call for a recorded vote.”* The Chair asks the Secretary to call the roll and record each vote. The Secretary submits the tally to the Chair without comment. For recorded votes, if the ayes and noes are tied, or if the sum of ayes and noes is less than the quorum, a majority was not obtained so the motion is not carried (approved).

8. **Announcing the Results.** The Chair announces the result of the vote immediately. The announcement includes three elements: (1) which side has won, (2) the result of the voting, and (3) the action that must result.

Example 1: *“The ayes have it. The motion carries. The policy is approved.”*

Example 2: *“The noes have it. The motion is not carried. The resolution is not adopted.”*

Example 3: *“The ayes and noes are even and there is no majority. The motion is not carried. The agenda is not amended.”*

## Quorum

The quorum is the minimum number of **voting** Trustees who must be present in a meeting to transact the order of business and make valid, binding decisions in the name of the Board. The quorum is set in the Board bylaws. Whenever the number of Trustees in a meeting falls below the quorum, for whatever reason, the Chair immediately calls a recess in the meeting, saying *“A quorum is not present. We will recess for [number] minutes.”* If it appears it will not be possible to reconstitute a quorum, the Chair tables any active motion and adjourns the meeting. Any remaining consideration items may be carried forward to the next meeting.

## Order of Business

All regular and annual meetings use the following order of business. This order of business comprises the items on the posted agenda required by the Maryland Open Meetings Act.

1. **Call to Order.** When the quorum is present, the Chair calls the meeting to order with one tap of the gavel and saying, *“The meeting will come to order.”*
2. **Adoption of the Agenda.** The Chair asks, *“Are there any corrections or additions to the agenda?”* After all corrections or additions have been made, the Chair says, *“If there are no objections, the agenda is adopted.”* After the agenda has been adopted, a motion is required to alter it.
3. **Welcoming Remarks.** The Chair recognizes the CEO for welcoming remarks from the hosting library’s leadership team or to introduce special guests. This welcome is optional and may not be necessary for every meeting.
4. **Approval of Minutes.** Minutes are distributed in the meeting book. The Chair asks, *“Are there any corrections to the minutes?”* Trustees propose any corrections for the Secretary to make note of. A motion to correct the minutes is not required. After all corrections have been proposed, the Chair says, *“If there are no objections, the minutes are approved as corrected.”* If there are no corrections, the Chair says, *“If there are no objections, the minutes are approved.”*
5. **Public Comment.** Public comment is solely the opportunity for a member of the public to address the Board as a whole. Trustees do not use this time to engage with the speakers or debate any issues raised. The Chair asks, *“Are there members of the public who wish to comment on an issue or concern?”* If a member of the public rises to speak, the Chair says *“Thank you. Speakers may have the floor for up to three minutes per speaker. Please introduce yourself and the councilmanic district you reside in for the record. At the end of the three minutes, speakers will be asked to yield the floor to the next speaker. You may begin when you are ready.”* The Secretary acts as timekeeper. The time begins after the speaker’s introduction. At the end of the three minutes, the Secretary rises. The

Chair reclaims the floor by saying *“Thank you for your comments.”* If there are other speakers, the Chair says, *“The next speaker may begin.”* If there are no other speakers or if no members of the public rise to speak, the Chair says, *“Public comments are now closed.”*

6. **Program.** The program is an opportunity for the Board to hear detailed information on a particular issue or topic. The program is limited to fifteen minutes. If there is to be a program, the Chair recognizes the CEO to introduce the program. The Secretary acts as timekeeper. If there is no program, the Chair moves to the next business item without comment.
7. **Consent Agenda.** Routine or well-understood items of business where no debate or controversy is expected may be placed on the consent agenda. All items on the consent agenda are voted on as approved with the single motion detailed in this paragraph. If there is no consent agenda, the Chair moves on to the next business item without comment. If a consent agenda is proposed, the Chair says *“We now take up the consent agenda. Are there objections to any item on the agenda?”* Objecting to an item only means a Trustee wishes to discuss the item. Items objected to are removed from the consent agenda and placed in their regular order on the agenda (motion is not required). After all objections have been heard, the Chair says, *“I move that all items on the consent agenda be approved.”* Immediately after the motion is seconded and without debate, the Chair puts the question *“All those in favor of the consent agenda, say ‘aye.’ Those opposed, ‘no.’”* The Chair announces the results. Approval of the consent agenda requires a two-thirds majority vote.
8. **Reports of Officers and Liaisons.** The Chair recognizes officers in the following order for reports to the Board. Officers and liaisons **may not** offer motions during their reports.
  - a. The Chair
  - b. Treasurer
  - c. CEO

- d. Foundation Board Liaisons
9. **Reports from Standing Committees.** The Chair recognizes committee chairs in the following order for reports to the Board. Committee chairs may offer motions during their reports to address recommendations made by the committee.
    - a. Finance and Audit Committee
    - b. Governance, Strategy, and Organization Committee
    - c. Human Resources and Diversity Committee
  10. **Reports from Special and Ad Hoc Committees.** The Chair recognizes committee chairs in the order they were formed chronologically for reports to the Board. Committee chairs may offer motions during their reports to address recommendations made by the committee.
  11. **Consideration Items.** The Chair introduces each consideration item on the agenda for discussion and disposition. If the item is a tabled motion, the Chair introduces the item saying, *“In our previous meeting it was moved and seconded that [restating the question]. We now resume our discussion.”* The motion then proceeds to conclusion.
  12. **Announcements.** When all business has been concluded, the Chair makes any necessary announcements.
  13. **Adjournment.** At the conclusion of Announcements, the Chair closes the meeting by saying, *“The agenda has been concluded. The meeting is adjourned,”* and taps the gavel once.