

CALIFORNIA
LAWYERS
ASSOCIATION

Working Rules

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I. General Introduction

Parliamentary procedure is a set of rules for conducting orderly meetings that accomplish goals fairly. Meetings of the Board of Representatives (Board) of the California Lawyers Association (CLA) are governed by the following, in order of precedence:

1. State and federal law (Law), including but not limited to the California Corporations Code
2. The CLA Bylaws (Bylaws)
3. The CLA working rules (Rules, as set out in Section II)
4. CLA policies (Policies)
5. The latest edition of Robert's Rules of Order, Newly Revised (RONR)

This Section I, *General Introduction*, contains material regarding general principles of parliamentary procedure for Board meetings, including examples, as a convenient reference. These general principles and examples do not supersede the Law, Bylaws, Rules, Policies, or RONR.

Benefits of parliamentary procedure include the following:

- Justice and courtesy for all
- Maintenance of order
- Consideration of one item at a time
- Allowance for all sides to be heard
- Ability for each Representative to provide input
- Majority rule
- Protection of the rights of all Representatives including the minority

Basic Principles

- All Representatives have equal rights, privileges, and obligations
- No person may speak until recognized by the presiding officer
- Negative personal remarks during discussion and debate are out of order
- Only one question at a time may be considered, and only one person may have the floor at any one time
- Representatives have the right to know what the immediately pending question is and to have it restated before a vote is taken
- Full and free discussion of every main motion is a basic right
- A quorum must be present for business to be conducted
- The presiding officer should administer meetings impartially

Basic Definitions

Motion – A formal proposal made to bring a subject before an assembly for its consideration and action. It begins with “I move that...”

Second – A statement by a Representative who agrees that the motion made by another Representative should be considered. Stated as “Second,” or “I second the motion.”

Amendment – Before the vote is taken on a motion, it may be amended by:

- Striking out words
- Inserting or adding words
- Striking out words and inserting others in their place
- Substituting one (1) paragraph or resolution for another

Quorum - The minimum number of Representatives who must be present in order for the Board to conduct business. The CLA Bylaws state that 2/3rds of the total number of Representatives then in office constitute a quorum. Once a quorum is established the Board may continue to transact business notwithstanding the withdrawal of Representatives if the action taken meets its required voting threshold. (CLA Bylaws, Art. IV, Section 12.)

Presiding officer – The individual who facilitates the meeting, usually the Chair.

Role of the Presiding Officer

- To administer the meeting impartially and efficiently
- To introduce business in proper order per the agenda
- To recognize speakers
- To determine if a motion is in order
- To keep discussion germane to the pending motion
- To maintain order
- To put motions to a vote and announce results
- To strive to be the last to speak at the discussion and debate.
- To avoid making or seconding a motion unless no other Representative will do so at that point in time

Procedure for Handling a Main Motion

- A Representative must obtain the floor by being recognized by the presiding officer
- The Representative makes a main motion
- The motion must be seconded by another Representative before it can be considered
- If the motion is in order, the presiding officer will restate the motion and open debate

- The maker of a motion has the right to speak first in debate
- The main motion is debated along with any secondary motions that are debatable
- Debate on subsidiary, privileged and incidental motions (if debatable or amendable) take precedence over debate on the main motion and must be decided before debate on the main motion can continue
- Debate is closed when:
 - Discussion has ended, or
 - A 2/3 vote in favor of a motion to limit debate (see Motion to Limit Debate below) closes debate (“call the previous question” or “call the question”)
- The presiding officer restates the motion, and if necessary, clarifies the consequences of affirmative and negative votes
- The presiding officer calls for a vote by asking “All in favor?” Those in favor say “Aye.” The presiding officer then asks “All opposed?” Those opposed will say “no.” The presiding officer then asks if there are any abstentions
- The presiding officer announces the result
- If a motion is lost, it cannot be reintroduced at the same meeting unless there is a majority vote in favor of a motion for “Reconsideration.” A motion that was lost may be reintroduced at a subsequent meeting without the need for a motion for reconsideration.

Substitute Motion

- A substitute motion seeks to “throw out” the main motion and substitute a new and different motion. This may be advisable if the main motion was amended so many times that the Board is now confused as to what consists of the main motion

Motion to Limit Debate

- A Representative who believes there has been adequate debate may “call the question,” by stating “*I move the previous question,*” “*I move the question,*” or “*I call the question.*” The presiding officer may then ask the Board, “*Any further discussion?*” If no one requests further discussion, the presiding officer may proceed right to the pending motion on the floor. However, if any Representative requests further discussion of the pending motion, then the presiding officer should treat the “question” as a formal motion, stop debate, and ask if there is a second. If there is a second, the presiding officer should take a vote on the motion to limit debate, which requires a 2/3rds vote in favor of the motion
- An alternative motion could be to impose a time limit on further debate (e.g., “I move we limit debate on this agenda item to 15 minutes.”) This is still a motion to limit debate

and requires a 2/3rds vote in favor of the motion

Motion to Reconsider

- After a vote is taken, the matter is deemed closed and cannot be taken up again at the same meeting unless a proper motion to reconsider is made and passed
- A motion to reconsider can be made on both a motion that was adopted and a motion that was defeated
- Only a Representative who voted with the majority on the original motion can make a motion to reconsider. In other words, if a motion failed, a Representative who was in the minority cannot bring it up again. However, a Representative who was in the minority may second a motion to reconsider
- A motion to reconsider requires a majority vote in favor to pass
- If a motion to reconsider passes, the original matter is back before the Board for discussion and debate

Motion to Suspend the Rules

- This motion allows the Board to suspend the rules for a particular purpose. This motion is debatable but requires a 2/3rds vote in favor to pass

Rules of Debate

- No Representative has permission to speak until recognized by the presiding officer
- All discussion must be relevant to the immediately pending question
- Representatives should try to speak no more than twice on each debatable motion. The second time should take place after everyone wishing to debate the motion has had an opportunity to speak once
- All remarks should be addressed to the presiding officer – cross debate (e.g., Board Representatives addressing each other in an argumentative fashion) should be avoided.
- It is not permissible to speak against one's own motion (but one can vote against one's own motion)
- Debate must address issues not personalities – no one is permitted to make personal attacks or question the motives of other speakers
- When possible, the presiding officer should let the floor alternate between those speaking in support and those speaking in opposition to the motion
- Representatives must not disrupt the assembly
- Rules of debate can be changed by a 2/3 vote in favor or by general consent without objection

Order of Motions

- Generally speaking, the last motion is taken first. For example, a main motion was made and seconded, then a motion to amend was made, then a substitute motion was made. The substitute motion would be taken first. If it succeeds, it renders the main motion and the amendment moot. If it fails, the amendment would then be discussed. If the amendment fails, the main motion would still be on the table unchanged

Example of Handling a Main Motion

Representative rises and addresses the presiding officer:

Madam (Mister) Chair.

Presiding officer recognizes Representative (by title or name).

Representative makes the motion.

I move that...

Another Representative seconds the motion (without recognition).

Second [or] I second the motion.

The presiding officer states the motion and opens debate.

It is moved and seconded that...

Is there any debate? Or Are you ready for the question?

Presiding officer recognizes speakers.

After debate concludes. Presiding officer restates the motion and puts the question to a vote.

The question is on the motion to...

Those in favor of the motion say "aye." Those opposed say "no." Presiding officer asks if there are any abstentions.

Presiding officer announces the result of the vote and what action will be taken.

The "ayes" have it, and the motion is adopted. We will [stating action to be taken].

The presiding officer continues with the next business in order.

Common Methods of Taking a Vote

- General consent:
"If there is no objection, we will..." (Pause) "Since there is no objection, we will..."
- Voice vote:
*"As many as are in favor, say "aye." As many opposed, say "no." "Any abstentions?"
The "ayes/noes" have it and the motion is adopted/lost"*
- Raised hands:
"Those in favor, raise your hand. Those opposed? Any abstentions? The ayes/noes have it and the motion is adopted/lost"

Methods of Amending

- By striking out:
“I move to amend the motion by striking out the word “Denver”
- By inserting:
“I move to amend the motion by inserting the word ‘Las Vegas’ after the word ‘Portland’ and before the period”
- By striking out and inserting:
“I move to amend the motion by striking out the word ‘\$35’ and inserting the word ‘\$50’”

Helpful Terminology

- Recommendations, bylaws, rules, resolutions, budgets, and audits are adopted
- Reports are “filed”
- Resignations are “accepted” or “rejected”
- Minutes are “approved”
- If corrections were made to the minutes, the minutes are then “approved as corrected”
- Motions are recorded as “adopted” or “lost”

II. Working Rules

Rule 1. Presiding officer

- 1.1 Under the CLA Bylaws, the Chair is the presiding officer. In the event the Chair is unable to preside (e.g., is absent or has been recused), the Vice Chair shall act as the presiding officer. If the Vice Chair is unable or unwilling to preside, the Secretary shall preside.
- 1.2 The presiding officer has the full right to participate in the debate, discussion, and decision-making of the body.

Rule 2. Meeting Agendas

- 2.1 Any two Representatives may place an item or motion on the agenda by making a written request/notice to the Chair, President, and Executive Director not less than 3 days before any regularly scheduled Board meeting, or a shorter period of time, at the discretion of the presiding officer.
 - (a) The request/notice must contain the actual motion or a description sufficient for the Representatives to engage in meaningful discussion.
 - (b) Notice requirements do not apply to confidential matters to be heard in executive session.
 - (c) Any main motion (non-procedural motion) introduced at the Board meeting that was not noticed for at least 24 hours before the meeting, is deemed to be a suspension of the rules and shall require a 2/3 vote of the Board Representatives present to be heard.

Rule 3. Number of Votes Sufficient for Action

- 3.1 When calculating the number of Representatives' votes needed for a motion to carry, a majority vote of those present is required, unless the Bylaws require the motion to carry by a higher percentage of the Representatives. An abstention is counted to establish the number of persons present at a Board meeting. However, an abstention is not counted as either a "yes" or "no" vote. For example, if 17 Representatives are present at a meeting, and 8 vote in favor of a motion, 6 vote against and 3 abstain, the motion is defeated because it was not approved by a majority of those present.

Rule 4. Friendly Amendment

- 3.2 Representatives are permitted to propose “friendly amendments.” If a Representative who has the floor believes from the discussion on the motion that a change is desirable and likely to be favorably received by the maker of the motion, then the Representative may state “I want to suggest a friendly amendment to the motion.” The Representative then suggests the friendly amendment. If the maker of the motion accepts the friendly amendment, the original motion, together with the friendly amendment, become the motion on the floor. If the maker of the motion rejects the proposed friendly amendment, then the motion remains unchanged, and the proposer has the option of moving to formally amend the motion.

Rule 5. Closed Session/Executive Session

- 5.1 The President, Vice President, and Executive Director shall presumptively be included in all Board closed sessions/executive sessions. The Board may vote to exclude the President, Vice President and/or the Executive Director from a closed session/executive session. A motion to exclude must carry by a majority vote. The subject person(s) of a motion to exclude from a closed session/executive session shall not be present during deliberations or voting on the motion, unless invited to attend the proceeding by a majority vote of the Board.
- 5.2 Any Representative may move that the Board be adjourned into a closed session for the purpose of discussing the inclusion or exclusion from closed session/executive session of anyone who is not a Representative. If there is no opposition to such a motion, the Board shall adjourn into closed session for that purpose. If the motion is opposed, it shall require a second and a majority vote in order to adjourn into closed session for that purpose.
- 5.3 Following Board discussion and any motion, if necessary, those individuals who are to be included or excluded from all or part of a closed session/executive session shall be notified by the presiding officer. A motion to include or exclude the President, Vice President, the Executive Director and/or any other person from closed session/executive session may be made as to all of them or any of them individually.

Rule 6. Electronic Meetings

- 6.1. The presiding officer may choose to enable or disable the chat for a Board meeting.
- 6.2. The chat function must not be used to debate a motion. Anyone seeking to debate a motion or issue, or to discuss its merits, must request recognition from the presiding officer.
- 6.3. The Secretary may post the text of a motion or any proposed amendments in the chat to clarify the motion for the meeting.