



Defining the time and method for giving notice in your bylaws makes things much easier down the road. A good bylaw provision for this might read something like, "Notice of the time and place of the annual meeting shall be mailed to each member at their address of record at least three weeks prior to the meeting." In this example, the bylaw defines the method of distribution and the time in advance of the meeting it is to be sent.



The important thing about giving notice is that everybody who has a right to be at the meeting must have a reasonable opportunity to be informed that a meeting will be held. And if your group is a public body, like a school board or a town council, then you probably face some legal requirement for *public* notice, too.

Protecting the rights of absentees

According to Robert's Rules, members have the absolute right to expect that nothing except business specified in the call will take place in a special meeting. If I receive notice of a meeting, I still have rights even if I decide not to attend.

For a good example of absentee rights, I'm going back to the Peter Piper petition scenario from the section, "Drawing up the special meeting notice," earlier in this chapter. Suppose I'm on the Parched Peanut Purveyors panel. Even though I want to be a good member who attends all meetings, it's very difficult for me to get to this special meeting for some reason. I have no particular objection to Peter Piper's petition, so I decide that it isn't a problem for me or the other members if I miss the meeting. And I'm okay with the action proposed, and I know that enough people will attend so that my presence is not vital, so I can miss the meeting and continue to pull up peanuts in my peanut patch.

So what happens if the rest of the panel members attending the special meeting decide, all of a sudden, to invest the panel's money in a pickled pepper-packing machine? Why shouldn't they? Everybody's there but me, and they all want to do it! Why, indeed! If I'd had any reason to think that an investment discussion might take place, then I would have done anything to be at that meeting and stop such a stupid idea. I would have tried my damndest to convince them not to do it. I may not have succeeded, but I have a right to decide whether I want to go to the meeting and make my point.



Robert's Rules says that I don't have to worry about being absent from a special meeting. The rule requiring previous notice of the specifics of the business to be conducted at a special meeting protects me as an absentee; this rule is so important that even if the panel did decide to make the investment, the decision would be a

null-and-void action (because it violates the absentee protection rule). If I'm too late to keep the money from being spent, then I can probably force the other members to pay the money back to the treasury from their own personal funds. Oh, I may have to wave my Robert's Rules around and hire a professional parliamentarian (or even threaten to sue) to get things straightened out, but I'm right, and that's the point.

After you know how to notify everybody of the when, where, and what of your meetings, the last hitch to having your meeting hooked up and ready to roll is the how many, as in "How many members have to be there?"

Quorum Defined: Acting in the Name of the Organization

Some number of members — more than one, but less than the total number of voting members of any deliberative assembly — is a magic number. That magic number, called a *quorum*, is the minimum number of voting members who must be present at a properly called meeting in order to conduct business in the name of the group. If the quorum isn't defined in your bylaws, then Robert's Rules fixes the number at a *majority*, or more than half, of all the members.

How many is enough for a meeting?

Robert's Rules is full of practical guidance when it comes to how many members you need to have present to hold a meeting, and General Robert continues to guide readers with the same rule that he came up with over 100 years ago.



According to General Robert, a quorum should consist of "as large as can be depended upon for being present at all meetings when the weather is not exceptionally bad." In other words, at best a quorum is just an educated guess.

Establishing a quorum

Some groups set a quorum as a percentage of membership, and others use a fixed number. What's best for your organization is anybody's guess.

In fact, you really need a track record for your group before you can come up with a number that doesn't allow too few people to spend all the money in the treasury, or doesn't call for some

number that's way too high. Unfortunately, most of the time you don't have a track record to go off of when you're just getting started. So, proceed with caution, and think about your quorum carefully. Use common sense and be willing to change the quorum frequently as your organization grows.



Until you make a different decision for your group and include it in your bylaws, Robert's Rules sets your quorum at a *majority of the members*.

Dealing with the absence of a quorum

No matter what the reason, sometimes too few members show up for a meeting. When this happens, you've got options, but they're pretty limited. That's a good thing, though. You don't want three of your members voting to divide the treasury between them and dissolve the association!

Here's an example of a quorum at work. The quorum for the Mountainview County Potbellied Pig Society is defined as 20 members. It wasn't always like that, though.

When the society began, nobody thought much about fixing a quorum in the bylaws. A majority was fine, especially when the membership was low. As the membership grew, however, so did the quorum! By the time the members numbered more than 50, they started having problems (boring meetings and too many silly pig stories). Achieving attendance of more than 25 members became impossible.

The Mountainview County Potbellied Pig Society had a problem. After all, at a meeting without a quorum, you can't do much more than say you held the meeting. You can have the program, but you can't approve last month's meeting minutes, you can't adopt any committee recommendations, you can't deal with unfinished business, and you can't entertain new business.

All is not lost if you're quorumless, however. Robert's Rules lays out four things you can do during a meeting in which a quorum is not present. You can

- ✓ **Fix the time to which to adjourn.** Doing so makes it possible for the meeting to continue on a later day, after you've chased down enough people to achieve a quorum.
- ✓ **Adjourn.** You can call it quits for the time being and wait for the next regular meeting.
- ✓ **Recess.** Sometimes achieving a quorum is as simple as taking a short break to go out into the hall and round up more members;

then you can proceed with the business of the assembly. Recess is often used when attendees wander out of the meeting room in the middle of a meeting and suddenly somebody notices that there aren't enough members in the room anymore.

- ✓ **Take other measures to assemble a quorum.** You could, for example, appoint a committee to go make calls and round up enough members for your business meeting; while you're waiting for additional members to arrive, you can continue with the program or scheduled speaker. A motion to do something to obtain a quorum is treated as a privileged motion and takes precedence over a motion to recess.



In cases like that of the Mountainview County Potbellied Pig Society, when you don't expect to achieve quorum given your membership situation, the only real solution is to entice enough members to a meeting (or drag them, kicking and screaming if need be) so that you have a quorum, and then amend the bylaws! You should do this as soon as you realize you have a problem so the default quorum doesn't continue to grow.

True, you could go on just having program meetings, but until you change your bylaws to specify a quorum you know you can achieve, your group is helpless to conduct any business. You can't even make a decision to disband until you get a quorum!

Here's how the Mountainview County Potbellied Pig Society handled their problem: After three regular meetings were adjourned because they didn't have a quorum, the president and the founder decided to ask the members to amend the bylaws, fixing the quorum at 20 before the club grew any larger. With plenty of notice (and the promise of refreshments, including the president's famous lemon rum pound cake), a majority of the club's members showed up to a meeting and passed an amendment to the bylaws. Now, their quorum is 20, and that seems to be the magic number!



See Chapter 2 for the rules for amending bylaws -- you need to know how to do this in case you ever have a problem getting a quorum for your meetings.

Taking a risk while quorumless in an emergency

You can't get around the requirement that a quorum must be present to take official action in the name of your group. The quorum rule holds fast even if everybody in attendance votes unanimously to do something. In fact, Robert's Rules says that *any* action (other than the four things discussed in the section "Dealing with the

absence of a quorum") done by those in attendance at an inquorate meeting is *null and void*, at least as an action of the organization.

But what if you *have* to do something? I mean you *really* have to do something? What if the circumstances are such that you call a special meeting to discuss making repairs to the heating system in your neighborhood clubhouse, and a snowstorm blows in and keeps everybody away except you and the other members who live no more than one or two doors away from the clubhouse. And while you're shivering in your boots in the clubhouse with your neighbors wondering what to do, a huge limb on the old tree next to the building breaks under the weight of its icy branches it crashes through the roof leaving a huge gaping hole, and the snow, tree debris, roofing materials, and broken rafters are all over the place, and the storm is getting worse, and . . .

The answer is really simple: You still can do nothing *in the name of the organization*. Even if you all agree that the clubhouse's heating system will have to wait on the quorum, but decide that the roof must be fixed immediately at the expense of the group, you can't bind the group to pay the bill unless a quorum is present at a properly called meeting.

You and the others can certainly make a decision to call in a roofer to make emergency repairs, but you do it *at your own risk*. If the membership doesn't agree that you did the right thing, or even if they agree but vote against a motion to ratify your action, you're "out in the cold," so to speak! In that case, the club doesn't have to pay the bill. You and your buddies do.

The motion to ratify allows the group to approve, by majority vote at a regular meeting (or properly called special meeting) with a quorum, your action and adopt it as the action of the group. After that happens, you and the others are off the hook, and your action is no longer null and void.

Things happen, and sometimes decisions must be made in the absence of proper authority. But the rule is that without a quorum, or without proper notice, nothing done is binding on the organization unless and until the organization ratifies the action in a properly called meeting with a quorum present. And this rule can't be changed, even by a unanimous vote. It's a fundamental principle that there must be a quorum and proper notice to do business in the name of your group.



Chapter 5

Taking Care of Business without Wasting Time: Order of Business and Agenda

In This Chapter

- ▶ Following the standard order of business
- ▶ Understanding why things are taken up in a particular order
- ▶ Using an agenda to plan your meeting and keep things on track

The meetings you attend are probably a lot like business trips. You want to get the business over with and get back home or back to work or play. You probably don't even *consider* going on a business trip without some sort of itinerary. Not unless you have all the time in the world and you don't care about the people you have to meet or the deals you have to make. My guess is that you *don't* have that kind of time and that you *do* care about others and about successfully handling your business.

In this chapter, I walk you through *order of business* — that is, the sequence you establish by rule to handle all the different types of things that need to come before your members in the meetings.

Then I show you how to develop an *agenda*, or itinerary, for your meeting and how to use it to work through your order of business.

If you want to know how to get in and out of your meeting quickly and still get everything done you need to do, you're reading the right chapter.

Making Order of Order of Business

At the foundation of every good meeting is a good meeting plan. And Robert is the man with the plan. His rule book provides your