

QUORUM; ORDER OF BUSINESS AND RELATED CONCEPTS

§40. QUORUM

As indicated on pages 20-21, a quorum in an assembly is the number of voting members (see definition, p. 3) who must be present in order that business can be legally transacted. The quorum refers to the number of such members *present*, not to the number actually voting on a particular question.

Rules Pertaining to the Quorum

NUMBER OF MEMBERS CONSTITUTING A QUORUM. Depending on the organization and the provision it adopts in this regard, the number of members constituting a quorum may vary. As discussed below, most voluntary societies should provide for a quorum in their bylaws, but where there is no such provision, the quorum, in accordance with the common parliamentary law, is as follows:

- 1) In a mass meeting, the quorum is simply the number of persons present at the time, since they constitute the entire membership at that time.

- 2) In organizations such as many churches or some societies in which there are no required or effective annual dues and the register of members is not generally reliable as a list of the bona-fide members, the quorum at any regular or properly called meeting consists of those who attend.
- 3) In a body of delegates, such as a convention, the quorum is a majority of the number who have been registered as attending, irrespective of whether some may have departed. This may differ greatly from the number elected or appointed.
- 4) In any other deliberative assembly with enrolled membership whose bylaws do not specify a quorum, the quorum is a majority of all the members.

To accomplish their work, voluntary societies that have an enrolled membership generally need a provision in their bylaws establishing a relatively small quorum—considerably less than a majority of all the members. In most such organizations, it is rarely possible to obtain the attendance of a majority of the membership at a meeting. Sometimes the specification of a quorum is based on a percentage of the membership; but such a method has the disadvantage of requiring recomputation and may lead to confusion—for example, when the secretary, or other officer who is in a position to certify as to the current number of members for purposes of the percentage calculation, is absent. There is no single number or percentage of members that will be equally suitable as a quorum in all societies. The quorum should be as large a number of members as can reasonably be depended on to be present at any meeting, except in very bad weather or other exceptionally unfavorable conditions.

NOTE ON PROCEDURE IN CHANGING THE QUORUM PROVISION IN BYLAWS. If it becomes

1 necessary to change the quorum provision in a society's by-
 laws, care should be taken, because if the rule is struck out
 first, the quorum will instantly become a majority of the
 membership, so that in many cases a quorum could not be
 5 obtained to adopt a new rule. The proper procedure is to
 strike out the old provision and insert the new provision,
 which is moved and voted on as one question.

10 **QUORUM IN BOARDS AND COMMITTEES.** In
 a committee of the whole or its variations (52), the quorum
 is the same as in the assembly unless the rules of the assem-
 bly or the organization (that is, either its bylaws or its rules
 of order) specify otherwise. In all other committees and in
 boards, the quorum is a majority of the members of the
 15 board or committee unless a different quorum is fixed: (a)
 by the bylaws, in the case of a board or standing committee
 that the bylaws specifically establish; or (b) by a rule of the
 parent body or organization or by the motion establishing
 the particular committee, in the case of a committee that is
 20 not expressly established by the bylaws. A board or com-
 mittee does not have the power to determine its quorum
 unless the bylaws so provide.

25 **PROCEEDINGS IN THE ABSENCE OF A QUO-
 RUM.** In the absence of a quorum, any business trans-
 acted (except for the procedural actions noted in the next
 paragraph) is null and void. But if a quorum fails to appear
 at a regular or properly called meeting, the inability to
 transact business does not detract from the fact that the so-
 30 ciety's rules requiring the meeting to be held were com-
 plied with and the meeting was convened—even though it
 had to adjourn immediately.

The only action that can legally be taken in the absence
 of a quorum is to fix the time to which to adjourn (22), ad-
 35 journ (21), recess (20), or take measures to obtain a quo-

rum. The first three of these motions are governed by the
 Standard Descriptive Characteristics given for them in the
 numbered sections indicated. A motion that absent members
 be contacted during a recess would represent a measure in
 5 the last category. Motions to obtain a quorum are treated as
 privileged motions that take precedence over a motion to Re-
 cess (20). Such motions are out of order when another has
 the floor; must be seconded; are not debatable; are amend-
 able (any amendment being undebatable in accordance with
 the general rule); require a majority vote; and can be recon-
 sidered. Motions to obtain a quorum are similar to a *Call of*
 10 *the House*, which can be ordered in assemblies having the
 power to compel attendance (see below).

The prohibition against transacting business in the ab-
 sence of a quorum cannot be waived even by unanimous
 consent, and a notice (pp. 116–18) cannot be validly given.
 If there is important business that should not be delayed,
 the meeting should fix the time for an adjourned meeting
 and then adjourn. Where an important opportunity would
 be lost unless acted upon immediately, the members pres-
 20 ent can, at their own risk, act in the emergency with the
 hope that their action will be ratified by a later meeting at
 which a quorum is present. If a committee of the whole
 finds itself without a quorum, it can do nothing but rise and
 report to the assembly, which can then proceed as already
 25 described in this paragraph. A quasi committee of the whole
 or a meeting in informal consideration of a question can it-
 self take any of the four actions permitted an assembly in
 the absence of a quorum, but a quasi committee of the
 whole is thereby ended (see 52).

Manner of Enforcing the Quorum Requirement

Before the presiding officer calls a meeting to order, it
 is his duty to determine, although he need not announce, 35

1 that a quorum is present. If a quorum is not present, the
 chair waits until there is one, or until, after a reasonable
 time, there appears to be no prospect that a quorum will as-
 5 semble. If a quorum cannot be obtained, the chair calls the
 meeting to order, announces the absence of a quorum, and
 entertains a motion to adjourn or one of the other motions
 allowed, as described above.

When the chair has called a meeting to order after find-
 10 ing that a quorum is present, the continued presence of a
 quorum is presumed unless the chair or a member notices
 that a quorum is no longer present. If the chair notices the
 absence of a quorum, it is his duty to declare the fact, at
 least before taking any vote or stating the question on any
 new motion—which he can no longer do except in connec-
 15 tion with the permissible proceedings related to the absence
 of a quorum, as explained above. Any member noticing the
 apparent absence of a quorum can make a point of order to
 that effect at any time so long as he does not interrupt a
 person who is speaking. *Debate* on a question already pend-
 20 ing can be allowed to continue at length after a quorum is
 no longer present, however, until a member raises the
 point. Because of the difficulty likely to be encountered in
 determining exactly how long the meeting has been with-
 out a quorum in such cases, a point of order relating to the
 25 absence of a quorum is generally not permitted to affect
 prior action; but upon clear and convincing proof, such a
 point of order can be given effect retrospectively by a rul-
 ing of the presiding officer, subject to appeal (24).*

*What happens to a question that is pending when a meeting adjourns
 (because of the loss of a quorum or for any other reason) is determined by
 the rules given on pages 228–29. If such a question, however, was intro-
 duced as new business and it is proven that there was already no quorum
 when it was introduced, its introduction was invalid and, to be considered
 at a later meeting, it must again be brought up as new business.

Call of the House

In legislative bodies or other assemblies that have legal
 power to compel the attendance of their members, a proce-
 dure that can be used to obtain a quorum, if necessary, is
 5 the motion for a *Call of the House*. This is a motion that un-
 excused absent members be brought to the meeting under
 arrest. A *Call of the House* is not applicable in voluntary
 societies.

Assemblies in which there may be occasion to order a
 10 *Call of the House* should adopt a rule governing this mo-
 tion and providing that if one third, one fifth, or some
 other number less than a majority of the members or mem-
 bers-elect are present, they can order a *Call of the House* by
 a majority vote. When a quorum is not present, this mo-
 15 tion should take precedence over everything except a mo-
 tion to *Adjourn* (21). If the rule allows the call to be
 moved while a quorum is actually present (for the purpose
 of obtaining a *greater* attendance), the motion at such
 times should rank only with questions of privilege, should
 20 require a majority vote for adoption, and, if rejected,
 should not be allowed to be renewed while a quorum is
 present.

When a *Call of the House* is ordered, the clerk calls the
 25 roll of the members, then calls again the names of the ab-
 sentees—in whose behalf explanations of absence can be
 made and excuses can be requested. After this, no member
 is permitted to leave, the doors are locked, and the
 sergeant-at-arms, chief of police, or other arresting officer is
 30 ordered to take into custody absentees who have not been
 excused from attendance and bring them before the house.
 He does this on a warrant signed by the presiding officer
 and attested by the clerk. When arrested members are
 brought in, they are arraigned separately, their explanations
 35 are heard, and, on motion, they can be excused with or

1 without penalty in the form of payment of a fee. Until a member has paid such a fee assessed against him, he cannot vote or be recognized by the chair for any purpose.

5 After a *Call of the House* has been ordered, no motion is in order, even by unanimous consent, except motions relating to the call. Motions to adjourn or dispense with further proceedings under the call, however, can be entertained after a quorum is present, or after the arresting officer reports that in his opinion a quorum cannot be obtained. An adjournment terminates all proceedings under the *Call of the House*.

§41. ORDER OF BUSINESS; ORDERS OF THE DAY; AGENDA OR PROGRAM

15 The terms *order of business*, *orders of the day*, *agenda*, and *program* refer to closely related concepts having to do with the order in which business is taken up in a session (8) and the prescheduling of particular business. The meaning of these terms often coincides, although each has its own applications in common usage.

20 An *order of business* is any established sequence in which it may be prescribed that business shall be taken up at a session of a given assembly. In the case of ordinary societies in which no more than a quarterly time interval (see p. 88) will elapse between regular meetings, an order of business that specifies such a sequence only in terms of certain general types or classes of business and gives only the *order* in which they are to be taken up is normally prescribed for all regular meetings by the rules of the organization. The typical order of business of this kind is described on pages 342-49. In other cases, such as in a convention, an order of business expressly adopted for a particular session frequently assigns positions, and even times, to specific subjects or items of business; and to this type of order of business the

terms *agenda* and *program** are applicable, as explained on pages 360-63. Although the terms *order of business*, *agenda*, and *program* relate primarily to the business of an entire session, the same terms are also applied to a part of the whole, in speaking of "the order of business," "the agenda," or "the program" of a meeting within a session.

5 An *order of the day* is an item of business that is prescribed to be taken up during a given session, day, or meeting, or at a given hour (unless there is business having precedence over it that interferes). The methods by which orders of the day can be made, their division into the classes of *general orders* and *special orders*, and their treatment in cases where they come into conflict are explained on pages 353ff. General orders and special orders are also discussed with particular reference to making them by means of the motion to *Postpone* on pages 177-80 (see also *Call for the Orders of the Day*, 18). Unless designated for particular hours or assigned positions item by item in an agenda or program formally adopted for a given session, general orders and special orders are taken up under assigned headings or in customary positions allotted to each of these categories in the order of business. (Note such headings in the "standard" order of business described below.)

25 Within a meeting in which the only items of business that are in order have been specified and set in sequence in advance—as might occur, for example, in a particular meeting of a convention—the orders of the day are identical

*The term *program* has two senses in parliamentary usage. In the first sense, as used here, it refers to a type of order of business that may be identical with an agenda, or (in a convention) may include an agenda together with the times for events outside of the business meetings (see also 59). In the second sense, as used on page 351, the term refers to a heading, often included *within* the order of business for meetings of ordinary societies, that covers talks, lectures, films, or other features of informational or entertainment value.