

**BYLAWS OF THE
STATE 4-H LEADERS OF SD**

ARTICLE I.
Name and Office

Section 1. Name. The name of this non-profit corporation is State 4-H Leaders of SD

Section 2. Office. The principal office of the corporation in the State of South Dakota shall be located at such location within the State of South Dakota as from time to time established by resolution of the Board of Directors.

ARTICLE II.
Members & Board of Directors

Section 1. Qualification & Classes of Members. As authorized in the Articles of Incorporation this corporation shall have members. Any 4-H leader (club, county, organizational, project, or activity leader) or volunteer who has completed, and has had accepted and approved, a South Dakota State University Extension Volunteer Application Form is eligible to be a member of this corporation. Any person meeting the foregoing classification of a leader, without regard to race, gender, religion, national origin, age, disability, or any other legally protected classification, may become a voting member of the corporation upon payment of annual dues.

Section 2. Powers of Members. Members shall have the right and power to vote to elect members to the Board of Directors of this corporation and shall have the right to be nominated, to be elected, and to serve as a member of the Board of Directors. Members have no reserved powers nor do the members have any power or authority regarding the business and affairs of the corporation. All members must conform to and abide by the following additional requirements:

Members are required to follow all rules in accordance with the established guidelines of the Youth Protection Standards established by the South Dakota 4-H Youth Development Program.

Participation in 4-H is a privilege, and participants are expected to show respect and cooperation to 4-H participants. Each member is expected to abide by the same codes and guidelines established under the South Dakota 4-H Members and Volunteer Codes of Conduct. Members may be removed from 4-H programs or activities for misconduct.

Section 3. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 4. Number and Tenure. The number of Directors of the corporation shall not be less than thirteen (13) consisting of one (1) Director from each District as set forth in the election process, immediately below. The Board of Directors of the corporation shall be elected through the following process:

Step 1. Members of this corporation residing in each District as set forth immediately below shall select, through whatever process or procedure the members of this corporation residing in each District deem appropriate, and prior to the annual meeting of the corporation, one (1) Director of this corporation. The members of this corporation residing in each District shall also select one (1) Alternate Director. Both the Director and the Alternate Director shall attend meetings of the Board of Directors. The Alternate Director from each District shall have voice in all proceedings of the Board of Directors, but shall have no vote except in the absence of the Director. The terms of office for Directors and Alternate Directors initially elected as the first Board of Directors of this corporation shall be either for one (1), two (2), or three (3) years following this schedule: Terms expiring in 2025 - N1, S1, W1, W4, S4; terms expiring in 2024 – N3, S3, W3, S5; terms expiring in 2023 – N2, S2, W2, N4.

District	Counties	Term Expires
N1	McPherson, Edmunds, Brown, Marshall, Day	Spring 2025
N2	Beadle, Hand Spink	Spring 2023
N3	Roberts, Grant, Hamlin, Codington, Deuel, Clark	Spring 2024
N4	Potter, Faulk, Sully, Hyde, Hughes, Stanley	Spring 2023
S1	Minnehaha, Turner, Lincoln	Spring 2025
S2	Clay, Union, Yankton	Spring 2023
S3	Kingsbury, Brookings, Miner, Lake, Moody, McCook	Spring 2024
S4	Charles Mix, Douglas, Hutchinson, Bon Homme	Spring 2025
S5	Buffalo, Jerauld, Sanborn, Brule, Aurora, Davison, Hanson	Spring 2024
W1	Bennett, Custer, Fall River, Haakon, Jackson Pennington, Shannon	Spring 2025

W2	Butte, Harding, Lawrence, Meade, Perkins	Spring 2023
W3	Jones, Lyman, Mellette, Todd, Tripp, Gregory	Spring 2024
W4	Corson, Campbell, Walworth, Ziebach, Dewey	Spring 2025

Step 2. The immediate Past President of this corporation shall be an *ex officio* member of the Board of Directors having voice in all proceedings of the Board of Directors, but having no vote.

Step 3. If an Executive Secretary is hired by the Board of Directors, he or she shall be an *ex officio* member of the Board of Directors having voice in all proceedings thereof, but having no vote.

Step 4. The South Dakota 4-H Director (or his or her designee) shall be an *ex officio* member of the Board of Directors having voice in all proceedings thereof, but having no vote.

Step 5. The term of office of a Director is three (3) years commencing on the date of the annual meeting of this corporation. Directors may serve a maximum of two (2) consecutive three (3) year terms. A Director who has served two (2) consecutive three (3) year terms shall be ineligible to be elected a Director for a period of three (3) years following completion of his or her second consecutive three (3) year term. An Alternate Director may be elected as a Director at any time during his or her service.

Section 5. Regular Meetings. The Board of Directors shall meet at least four (4) times each year at such time and place as shall be determined by Resolution of the Board.

Section 6. Annual Meeting. One (1) of the four (4) required meetings of the Board of Directors shall be an annual meeting of both the Board of Directors and the members, at which the election or replacement of Directors by the members of the corporation shall be conducted. The annual meeting of the members and the annual meeting of the Board of Directors shall be held in in the Spring of each year, that is, between February 15 and May 15 of each year; the specific date, time, and place to be determined by Resolution of the Board.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the President or any two (2) Directors.

Section 8. Notice of Meetings. Written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either by personal delivery or by mail, or by any other reasonable means including,

but not limited to, traditional mail, hand delivery, email, or electronic facsimile as authorized by SDCL 47-23-7. Any Director may waive notice of any meeting. The attendance of a Director at a meeting, as memorialized in the Secretary-Treasurer's minutes of such meeting, shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum. A majority of Directors in office shall constitute a quorum for the transaction of business. If less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time, without further notice. The act of the majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors.

Section 10. Manner of Acting. All regular or business meetings of the Board of Directors will be conducted in accordance with the principles of the most current edition of *The Modern Rules of Order*, Donald A. Tortorice, American Bar Association Publishing (3rd Edition, March, 2007).

Section 11. Action Without a Meeting or by Teleconference or Electronic Mail. Action of the Board of Directors can be taken without a meeting, or by teleconference, or via electronic mail under the following conditions:

- a. Written Consent. Any action that may be taken by the Board at a meeting may be taken without a meeting, if consent in writing, setting forth the action to be taken, shall be provided, before such action, by two-thirds (2/3) of the Directors.
- b. Meetings by Teleconference. Members of the Board may participate in, and take action, by means of teleconference, or similar communications equipment, which allows all persons participating in the meeting to hear each other at the same time. Participation by a Board member in a teleconference constitutes presence in person at a meeting.
- c. Action by Email. The Board may take action by email vote on issues that have previously been discussed at a regular or special meeting, but require additional information before a fully informed decision can be made. Such email actions require a two-thirds (2/3) vote of the Directors.

Section 12. Vacancies. Any vacancy occurring in the Board of Directors, whether a Director or an Alternate Director, may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, unless otherwise provided by law. A Director or an Alternate Director so selected must be a member of this corporation and must reside within the District which has a vacancy in the Board of Directors. A Director so selected to fill a vacancy shall serve for the portion of the unexpired term of his predecessor in office extending to the next annual meeting of the corporation. Such Director selected to fill a vacancy may, or may not, at his or her discretion, stand in his District

for election for a regular, full term prior to the annual meeting of this corporation following his or her selection by the Board of Directors or he may decline to stand for election and, in the latter event, the vacant position shall be filled by general election at the annual meeting.

Section 13. Compensation. Directors shall serve without compensation.

Section 14. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he or she shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary-Treasurer of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 15. Removal. Any Director may be removed from office for cause by a majority vote of those Directors present at any meeting of the Board of Directors at which a quorum is present. Absence from three consecutive meetings of the Board of Directors shall be deemed to be a cause for which a Director may be subject to removal from office.

ARTICLE III. Officers

Section 1. Number. The officers of the corporation shall be chosen by the Board of Directors and shall consist of a President, Vice President, and Secretary-Treasurer, all of whom shall be Directors of the corporation. The same person may hold more than one office except that of President. Assistant officers, agents, and employees, including but not limited to an Executive Secretary, may be elected or appointed by the Board of Directors and shall have such duties as specifically assigned by the Board of Directors.

Section 2. Election and Term of Office. The President shall be elected for a two (2) year term by the Board of Directors. All other officers shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be as soon thereafter as conveniently may be held. Officers shall continue to serve until their successors shall have been elected and qualified. The President shall serve one (1) term only and shall not be eligible for a consecutive term. No other officer may be elected to serve more than two (2) consecutive one (1) year terms in the same principal office.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary-Treasurer, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has specifically authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and, in general, shall perform the duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of, and be subject to all of the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Secretary-Treasurer. The Secretary-Treasurer shall assume responsibility to keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose, to see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law, to be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which, on behalf of the corporation under its seal, is duly authorized, to keep a register of the post office address of each Director, which shall be furnished to the Secretary-Treasurer by such Director, and, in general, to perform all duties incident to the office of Secretary-Treasurer, and such other duties as from time to time shall be assigned to him by the President or by the Board of Directors. The Secretary-Treasurer may delegate such duties as he or she may desire with the approval of the Board. The Secretary-Treasurer shall have custody of corporate funds and securities. He or she shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies and other valuable effects in the name and to the credit of the corporation in a depository or depositories designated by the Board of Directors. The Secretary-Treasurer shall disburse the funds of the corporation and shall render to the President or the Board of Directors, whenever they may require it, an account of his transactions as Secretary-Treasurer and of the financial condition of the corporation. The Secretary-Treasurer shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Secretary-Treasurer shall furnish a bond satisfactory to the Board of Directors. The Secretary-

Treasurer may delegate such duties as he or she may desire with the approval of the Board of Directors.

ARTICLE IV.
Committees

Section 1. Committees. The Board of Directors shall appoint such standing and ad-hoc committees as are necessary to conduct its business.

ARTICLE V.
Limitation on Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

ARTICLE VI.
Fiscal Year

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September of each year.

ARTICLE VII.
Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a Resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation, and in

such manner as shall from time to time be determined by Resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer and countersigned by the President or Vice President of the corporation.

Section 4. Fiscal Operations. To be recognized as a National 4-H Affiliate in good standing this corporation will follow the fiscal operations regulations according to the *SDSU Extension FUNDS POLICY for 4-H Chartered Clubs and Affiliates* and in accord with all applicable state and federal regulations. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII. Conflict of Interest

Section 1. Introduction & Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

1. Interested Person. Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, Subparagraph 2., a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
4. **Violations of the Conflicts of Interest Policy.**
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining,
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable

purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VIII., the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX.
Books and Records

All books and records of the corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X.
Corporate Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "Corporate Seal."


ARTICLE XI.
Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any Director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Business Corporation Act, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

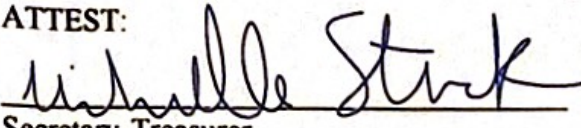
ARTICLE XII.
Amendments

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two thirds (2/3rds) majority of the members present at the annual meeting of the corporation. Such action may be taken at any regular or special meeting of the Board of Directors, provided that at least ten days' written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

The undersigned do hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of the State 4-H Leaders of SD, by Resolution of the Board of Directors on _____
January 31, 2022, and the same do now constitute the Bylaws of said corporation.


President

ATTEST:


Secretary-Treasurer

SPECIMEN

Rules of Order for the Conduct of Meetings of the Board of Directors & Its Committees

[Note: Adopted from *The Modern Rules of Order 2nd Ed.*, Donald A. Tortorice, American Bar Association Publishing (1999)]

Rule 1

Role of the President

Authority for conduct of the meeting is assigned to the President, who shall be responsible for timely, fair and reasonable conduct of the meeting's business. Decisions of the President are final on questions of procedure, except that any ruling can be appealed to a vote of the meeting. If a ruling of the President is corrected by the meeting, the President shall amend its ruling to reflect the will of the meeting.

Rule 2

The Rules and Governing Law

The rules of conduct of the meeting are subordinate to the bylaws and the articles and to prevailing state or federal law.

Rule 3

The Agenda

The President shall be responsible for establishing the order of business, or agenda, in consultation with the Executive Director, and shall ensure that the order of business is posted or circulated as required by the bylaws, articles or law.

Rule 4

Convening the Meeting

The President shall be responsible for ascertaining and announcing the presence of a quorum and the due convening of the meeting.

Rule 5

Special Officers

The President shall have authority to appoint a Special Chair to conduct the meeting, who may be the Executive Director or any other member of the body, a Recorder or Special Secretary to record minutes, or other special officers for the purpose of assisting in conduct of the meeting. The Special Chair or other specially appointed officers shall serve under the authority of and be subject to direction of the elected or regularly appointed President. A Recorder or Special Secretary shall also serve under supervision of the elected Secretary.

Rule 6

Approval of Minutes and Reports as Submitted

By announcement of the President, unless an objection is raised, previously circulated minutes of meetings and reports not requiring action may be approved as submitted. If an objection is made, approval shall be presented in the form of a motion.

Rule 7

General Discussion

Issues that require consideration of the meeting may be discussed with or without formal motion. An issue may be resolved by recording (1) the general consensus or “sense of the meeting,” or (2) by a formal motion.

Rule 8

General Principles for Discussion or Debate

Discussion of any issue is subject to regulation by the President to assure adequate consideration of relevant points of view in the best interests of the organization. The objectives of discussion are to:

- (1) determine the will of the body and to articulate decisions for conduct of business;
- (2) assure sufficient discussion and consideration of issues so that all pertinent points of view are considered;
- (3) maintain at all times the dignity of the meeting so that each recognized speaker’s views are made known to voting participants and to ensure that appropriate respect is accorded all members; and
- (4) present the consideration of business in a manner understood by all participants.

Rule 9

General Consensus or Sense of the Meeting

When the meeting participants embrace a course of action by a clear consensus, the President may, if there is no objection, state that action upon the issue is resolved by general consensus” or the “sense of the meeting.” A ruling as to general consensus or the sense of the meeting shall be recorded in the minutes as the decision of the meeting.

Rule 10

Use of Motion Practice

Where a sense of the meeting cannot be determined with reasonable certainty (as discussed in Rule 9), or where by reason of importance of the matter formal approval or a count of the votes is necessary or desired, the President or any member may state the proposal as a motion under Rules 11 and 12.

Rule 11

Motion Practice

The rules of motion practice shall be applied as a guide to the President in disposition of formal motions, which are resolved by a vote of the meeting.

Rule 12

Motion Practice and Precedence

Under these Rules, motions should be limited to those set forth below. They are grouped into three categories and listed in order of precedence:

- (1) when any motion is pending, any motion listed above it in the list is in order, but those below it are out of order;
- (2) where a required vote is stated, reference is made to those present; and
- (3) voting or reference is to the number of votes cast.

MEETING CONDUCT MOTIONS

A. Point of Privilege

Characteristics:

- May interrupt a speaker
- Second not required
- Not debatable
- Not amendable
- Resolved by the President
- No vote is required

B. Point of Procedure

Characteristics:

- May interrupt a speaker
- Second not required
- Not debatable
- Not Amendable
- Resolved by the President
- No vote is required

Similar Motions Included: Point of order, point of inquiry

C. To Appeal a Ruling of the President

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Not amendable
- Majority vote required

Special Note: If a ruling of the President is based on governing law (e.g. not a proper subject of the meeting or a matter requiring prior notice), it is not appealable.

D. To Recess the Meeting

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Majority vote required

DISPOSITION MOTIONS

A. To Withdraw a Motion

Characteristics:

- May interrupt a speaker
- Second not required
- Not debatable
- Not amendable
- Resolved by the President
- No vote is required

B. To Postpone Consideration

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Majority vote required

Similar Motion Included: To table; to postpone indefinitely

C. To Refer

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Majority vote required

D. To Amend

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Majority vote required

E. To Limit, Extend or Close Debate

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Two-thirds vote required

Similar Motions Included: To move the question; to call the previous question

F. To Count the Vote

Characteristics:

- May not interrupt a speaker
- Second required
- Not Debatable
- Not Amendable
- Mandatory when seconded, no vote required

Similar Motions Included: To divide the assembly

MAIN MOTIONS – TO TAKE ACTION OR RECONSIDER ACTION TAKEN

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Majority vote required unless a greater vote is prescribed by the bylaws, articles, or law

Rule 13

Elections

Elections are initiated by the process of nomination set forth in the bylaws, articles, or prevailing law. If more than one candidate is nominated to any office, reasonable discussion should be allowed as to the fitness of candidates to serve. For particular offices a majority vote is required except as otherwise required by the bylaws, articles, or prevailing law.

Rule 14

Adjournment

Upon completion of the meeting's agenda, if no further business is indicated, the President shall adjourn the meeting. Adjournment may be accomplished by motion or announcement of the President. A motion to adjourn prior to completion of the agenda is out of order.

Rule 15

Minutes

Minutes of the meeting shall be recorded by or under supervision of the Secretary and be submitted for approval at a subsequent meeting. In the absence of the Secretary, the President shall appoint a Special Secretary of the meeting.