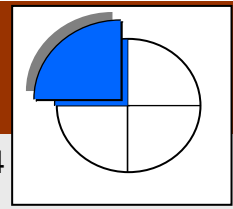


BOARD OF DIRECTORS POLICY



Policy Name: Special Rules of Order

Number: GP-14

Policy Type: Governance Process

Date Approved: 16 May 2007

Date Revised:

Board meetings will be conducted in an orderly, effective process, led and defined by the chair.

1. All by-law obligations respecting board meetings must be satisfied.
2. Board meetings shall be called to order at the time specified in the notice of meeting and upon satisfaction of quorum.
3. Meeting order and decorum shall be maintained and all members treated with dignity, respect, courtesy, and fairness during discussion and debate and in all other respects.
4. Board members must keep their comments relevant to the issue under consideration.
5. Board meetings will be conducted at a level of informality considered appropriate by the chair, including that discussion of a matter may occur prior to a proposal that action be taken on any given subject.
6. Proposals that the board take action, or decide a particular matter, shall (unless otherwise agreed to by unanimous consent) be made by main motion of a board member, discussed, and then voted on. Motions require a second to proceed to discussion and subsequent vote.
 - 6.1. The chair of the board may to the same extent as any board member, make motions, engage in debate, or vote on any matter to be decided.
 - 6.2. A motion to amend a main motion may be amended but third level amendments are out of order.
 - 6.3. A motion to refer to a committee, postpone, or table, may be made with respect to a pending main motion, and if carried shall set the main motion (the initial proposal) aside accordingly.
7. Board members may speak to a pending motion on as many occasions, and at such length, as the chair may reasonably allow.
8. A vote on a motion shall be taken when discussion ends but any board member may, during the course of debate, move for an immediate vote (close debate) which, if carried, shall end discussion and the vote on the main motion shall then be taken.
9. A majority vote will decide all motions before the board excepting those matters in the by-laws which oblige a higher level of approval.
10. A motion to adjourn a board meeting may be offered by any board member or, on the conclusion of all business, adjournment of the meeting may be declared by the chair.
11. A board member may request to have his or her vote on the record.
12. When further rules of order are to be developed by the board, the board will consider the *Alice Sturgis 3rd Edition* as a resource guide.