



Fond du Lac Pride Alliance's Rules of Procedure for its Board of Directors are hereby established under the following guiding principles:

1. The Board must act as a body.
2. The Board should proceed in the most efficient manner possible.
3. The Board must act by at least a majority.
4. Every member must have an equal opportunity to participate in decision making.
5. The Board's rules of procedure must be followed consistently.
6. The Board's actions should be the result of a decision on the merits and not a manipulation of the procedural rules.

RULES OF PROCEDURE

1. Meetings

- a. **Regular Meetings:** The Board shall hold a regular meeting on **first and third Wednesday of each month**, except that if a regular meeting day is a legal holiday, the meeting shall be held on the next business day unless otherwise determined by the Board. Regular meetings shall begin at **6:00 p.m.** Meetings may be held either in person at a location of the Board's choosing, or via any virtual or electronic means that allows all persons participating in the meeting to hear each other at the same time. A copy of the Board's current meeting schedule shall be filed with the Board Secretary.
- b. **Special Meetings:** The Board President or a majority of the Directors then in office may at any time call a special Board meeting by providing written or electronic notice. A special meeting may also be called or scheduled by vote of the Board in open session during another duly called meeting. The motion or notice calling or scheduling the special meeting shall specify its time, place, and purpose. Only those items of business specified in the notice or motion may be transacted at a special meeting unless the Board determines in good faith and rules by a **two-thirds majority vote** that the item to be added must be discussed or acted on immediately. Special meetings shall require a **minimum of 48 hours' notice** between the time they are called and the time they are held.
- c. **Emergency Meetings:** Emergency meetings may be called only because of generally unexpected circumstances that require immediate Board consideration. Only business connected with the emergency may be considered at an emergency meeting. Emergency meetings may be called by the Board



President or a majority of the Directors then in office by providing written or electronic notice **at least six hours** before the meeting is to be held.

- d. **Recessed Meetings:** A properly called regular, special, or emergency meeting may be recessed to a time and place certain by a procedural motion made and adopted as provided in Rule 11, Motion 2, in open session during a regular, special, or emergency meeting. The motion shall state the time and place when the meeting will reconvene. No further notice need be given of a recessed session of a properly called regular, special, or emergency meeting.
- e. **Annual Meeting:** On the date and at the time of the first regular meeting in January of each calendar year, the Board shall hold its Annual Meeting for the purpose of electing Directors, receiving annual reports, reviewing the Bylaws and other long-range planning documents, and for the transaction of such other business as may be brought before the meeting. The Annual Meeting shall have the same notice requirements as Regular Board Meetings.

2. Agenda

- a. **Proposed Meeting Agenda:** The Board President shall prepare a proposed agenda for each meeting. Any Board member may, by a timely request, have an item of business or discussion placed on the proposed agenda. All agenda item requests must be received **at least five calendar days** before a Regular or Annual meeting. A copy of all proposed ordinances shall be attached to the proposed agenda. An agenda packet shall be prepared that includes, for each item of business placed on the proposed agenda, as much background information on the subject as is available, feasible, and practical to reproduce. Each Board member shall receive a copy of the proposed agenda and the agenda package via written or electronic means **at least two calendar days** prior to a Regular or Annual Meeting, and **at least 24 hours** prior to a Special Meeting. The agenda and any materials related to an Emergency Meeting shall be prepared and provided to all Board members **at least two hours** in advance.
- b. **Adoption of the Agenda:** As its first order of business at each meeting, the Board shall discuss and revise the proposed agenda and adopt an agenda for the meeting. If items are proposed to be added to the agenda of a meeting, written or electronic copies of any materials connected with the items shall be made available at the meeting to all Board members. The Board may, by majority vote, add items to or subtract items from the proposed agenda, except that:



- i. The Board may not subtract items from the proposed agenda stated in the notice of a Special Meeting;
 - ii. The Board may not add items to the proposed agenda stated in the notice of a Special Meeting unless all members are present and rule by a **two-thirds majority vote** that the item to be added must be discussed or acted on immediately;
 - iii. Only business connected with the emergency may be considered at an emergency meeting.
3. **Public Address to the Board:** Any individual or group who wishes to address the Board shall make a request to be on the agenda to the Board President or Secretary prior to the meeting being called to order. However, the council shall determine at the time the proposed meeting agenda is discussed and adopted whether it will hear the individual or group.
4. **Order of Business:** Items shall be placed on the agenda according to the order of business. The order of business for each regular meeting shall be as follows:
 - Call to Order
 - Roll Call and Declaration of Quorum
 - Agenda Approval
 - Meeting Minutes Approval
 - Public Comment
 - Director Reports
 - Committee Reports
 - Old Business
 - New Business
 - Review of Assigned Tasks and Anticipated Future Action Items
 - Adjournment

At the request of any Board member, and upon general consent of the Board, agenda items may be considered outside of this order.

5. **Office of the Board President:** The Board President shall preside at all meetings of the Board and may vote in all cases unless a conflict of interest involving the Board President has been determined. The Board President or other presiding officer shall have the following powers:



- a. To rule motions in or out of order, including any motion patently offered for obstructive or dilatory purposes;
- b. To determine whether a speaker has gone beyond reasonable standards of courtesy in their remarks and to entertain and rule on objections from other members on this ground;
- c. To entertain and answer questions of parliamentary law or procedure;
- d. To call a brief recess at any time;
- e. To adjourn in an emergency.

A decision by the presiding officer under (a), (b), or (c) may be appealed to the Board upon motion of any member, pursuant to Rule 11(b), Motion 1. Such a motion is in order immediately after a decision under (a), (b), or (c) is announced and at no other time. The member making the motion need not be recognized by the presiding officer, and the motion if timely made may not be ruled out of order.

- 6. Office of the Vice President:** The Vice-President shall serve as presiding officer at meetings of the Board in the absence of the President. When serving as the Presiding Officer, the Vice President shall retain their power to vote in all cases unless a conflict of interest involving the Vice President has been determined.

If both the President and Vice President are absent from a meeting, the Board may, by majority vote, appoint another Director to serve as Presiding Officer for the purposes and duration of that meeting.

- 7. Quorum:** A majority of the actual membership of the Board, excluding vacant seats, shall constitute a quorum. A majority is more than half. A member who has withdrawn from a meeting without being excused by the Presiding Officer shall be counted as present for purposes of determining whether or not a quorum is present.
- 8. Presentation and Discussion of Business Items:** The Board may hear any discussion of the general subject matter of agenda items prior to a member making any motion concerning that item. If a business item was placed on the agenda by Board member request, that Board member will present the item to the Board and have the first opportunity to speak on the matter during general discussion.



9. Motions – General Rules

- a. Business of the Board shall proceed by motion except where otherwise noted in the currently adopted Bylaws or these Rules of Procedure.
- b. All motions shall require a second.
- c. A member may make only one motion at a time.
- d. Except as otherwise noted in Rules 1 and 2, all motions shall be adopted by a majority of the votes cast, with a quorum as defined in Rule 7 being present. A majority is more than half.
- e. A motion that is defeated may be renewed at any later meeting unless a motion to prevent reintroduction has been adopted.
- f. A motion may be withdrawn by the introducer at any time before it is amended or before the presiding officer puts the motion to a vote, whichever occurs first.

10. Substantive Motions

- a. Substantive motions are those related to the purpose and business of the meeting and express a decision made by the Board as a body.
- b. A substantive motion is out of order while another substantive motion is pending.

11. Procedural Motions

- a. **Certain Motions Allowed:** In addition to substantive proposals, only the following procedural motions, and no others, are in order. Unless otherwise noted, each motion is debatable, may be amended, and requires a majority of the votes cast, a quorum being present, for adoption. Procedural motions are in order while a substantive motion is pending and at other times, except as otherwise noted.
- b. **Order of Priority of Motions:** In order of priority (if applicable), the procedural motions are:
 - i. **To Appeal a Procedural Ruling of the Presiding Officer.** A decision of the presiding officer ruling a motion in or out of order, determining whether a speaker has gone beyond reasonable standards of courtesy in his or her remarks, or entertaining and answering a question of parliamentary law



or procedure may be appealed to the Board, as specified in Rule 5. This appeal is in order immediately after such a decision is announced and at no other time. The member making the motion need not be recognized by the presiding officer and the motion, if timely made, may not be ruled out of order.

- ii. **To Adjourn.** This motion may be made only at the conclusion of council consideration of a pending substantive matter; it may not interrupt deliberation of a pending matter. A motion to recess to a time and place certain shall also comply with the requirements of Rule 1(d).
- iii. **To Take a Brief Recess.**
- iv. **Call to Follow the Agenda.** The motion must be made at the first reasonable opportunity, or the right to make it is waived for the out-of-order item in question.
- v. **To Suspend the Rules.** The Board may not suspend the rules pertaining to Special and Emergency Meeting business items or notice requirements. Otherwise, a motion to suspend the rules requires a vote equal to two-thirds of the actual membership of the Board, excluding any vacant seats.
- vi. **To Divide a Complex Motion and Consider It by Paragraph.** The motion is in order whenever a member wishes to consider and vote on subparts of a complex motion separately.
- vii. **To Defer Consideration.** The council may defer a substantive motion for later consideration at an unspecified time. A substantive motion the consideration of which has been deferred expires 90 days thereafter unless a motion to revive consideration is adopted. If consideration of a motion has been deferred, a new motion with the same effect cannot be introduced until the deferred motion remains pending (has not expired.) A member who wishes to revisit the matter during that time must take action to revive consideration of the original motion, or else move to suspend the rules.
- viii. **Motion for the Previous Question.** The motion is not in order until there have been at least 15 minutes of debate, and every member has had an opportunity to speak at least once.



- ix. **To Postpone to a Certain Time or Day.** If consideration of a motion has been postponed, a new motion with the same effect cannot be introduced while the postponed motion remains pending. A member who wishes to revisit the matter must either wait until the specified time or move to suspend the rules.
- x. **To Refer a Motion to a Committee.** The council may vote to refer a substantive motion to a committee for its study and recommendations. Sixty days or more after a substantive motion has been referred to a committee, the introducer of the substantive motion may compel consideration of the measure by the entire Board, whether or not the committee has reported the matter to the Board.
- xi. **To Amend.**
 - a. An amendment to a motion must be pertinent to its subject matter. An amendment is improper if adoption of the motion with that amendment added would have the same effect as rejection of the original motion. A proposal to substitute completely different wording for a motion or an amendment shall be treated as a motion to amend.
 - b. A motion may be amended, and that amendment may be amended, but no further amendments may be made until the last-offered amendment is disposed of by a vote.
 - c. Any amendment to a proposed contract, policy, plan, or amendment to the Bylaws shall be reduced to writing before the vote on the amendment.
- xii. **To Revive Consideration.** The board may vote to revive consideration of any substantive motion earlier deferred. The motion is in order at any time within 90 days after the day of a vote to defer consideration. A substantive motion on which consideration has been deferred expires 90 days after the deferral unless a motion to revive consideration is adopted.
- xiii. **To Rescind or Repeal.** The council may vote to rescind actions it has previously taken or to repeal items that it has previously adopted. The motion is not in order during the same meeting the initial action was taken.



xiv. To Prevent Reintroduction for Six Months. The motion shall be in order immediately following the defeat of a substantive motion and at no other time. The motion requires for adoption a vote equal to two-thirds of the actual membership of the Board excluding any vacant seats. If adopted, the restriction imposed by the motion remains in effect for six months or until the next Annual Meeting of the Board, whichever occurs first.

12. Debate: The Presiding Officer shall state the motion and then open the floor to debate on it. The Officer shall preside over the debate according to the following general principles:

- a. The maker of the motion is entitled to speak first;
- b. A member who has not spoken on the issue shall be recognized before someone who has already spoken;
- c. (c) To the extent possible, the debate shall alternate between proponents and opponents of the measure.

13. Duty to Vote: Every member must vote unless a conflict of interest involving that member has been determined. In all other cases, a failure to vote by a member who is physically present in the council chamber, or who has withdrawn without being excused by the Presiding Officer, shall be recorded as an affirmative vote.

14. Minutes: Full and accurate minutes of all Board proceedings shall be kept. The exact wording of each motion and the results of each vote shall be recorded in the minutes.

15. Committees: The Board may establish and appoint members for such temporary and standing committees and as are needed to help carry on the work of the organization. All such committees shall be subject to all applicable laws and statutes and shall follow the same procedural and recordkeeping procedural requirements as the Board of Directors. This rule shall not apply to any meeting solely among the organization's professional staff.

16. Appointments: The Board shall elect its Officers and determine internal or external committee membership appointments, if any. Rather than proceeding by motion, the Board shall use the following nomination procedure to make such elections and appointments:

- a. The President or Presiding Officer shall open the floor for nominations for each position or role, at which time potential appointee names shall be put forward



by the Board members. Nominations require the nominee's oral or written consent to take office if elected or appointed.

- b. Nominations shall not require a second.
- c. Each appointee name shall be debated.
- d. When the debate ends, the President or Presiding Officer shall call the roll of the members, and each member shall cast their vote.
- e. The nominee receiving the highest number of votes shall be appointed.
- f. This process shall be repeated for each appointment to be made until all slots are filled or there are no more potential appointees to consider.

17. Amendment of the Rules of Procedure: These rules may be amended at any regular meeting or any properly called special meeting that includes amendment of the rules as one of the stated purposes of the meeting. Any rule amendment must consistent with all applicable laws, the organization's Articles of Incorporation, adopted Bylaws, and generally accepted principles of parliamentary procedure. Adoption of an amendment to the rules shall require an affirmative vote equal to or greater than two-thirds of all the actual membership of the council, excluding any vacant seats.

Adopted: August 5, 2020