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15 Things Richard Hammar Wants Pastors to Know

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## Parliamentary Procedure

Learn the basics of running church meetings.

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Ministers are not expected to be experts in parliamentary procedure, but familiarity with five common and recurring issues can help clear up confusion as they seek to conduct meetings in a proper and orderly way.

## Which parliamentary authority applies to meetings of our board and membership?

*Robert's Rules of Order Newly Revised*, or any other body of parliamentary procedure, is not applicable unless specifically adopted.

Churches can and should select a specific body of parliamentary procedure by an appropriate clause in the church's governing document. If a particular system of parliamentary procedure has been used by common consent long enough to constitute a church practice or custom, then it probably would be considered as binding as if specifically adopted by a provision in the church's governing document.

If no body of parliamentary procedure has been adopted, either by reference in a church's governing document or by custom, then the ordinary or "common law" rules of parliamentary law should be observed in the conduct of a meeting.

Churches should not assume that *Robert's Rules of Order Newly Revised* is the only parliamentary authority. It is not. On the contrary, there are [alternative systems](#) of parliamentary procedure, some of which are excellent (and some would say superior).

**Caution.** Many churches adopted the original *Robert's Rules of Order*, or one of the early revisions. The original text was published in 1876, and it has been revised ten times. The current (11th) edition was released in 2011. Obviously, churches that select “Robert’s Rules” should be sure to identify this system of parliamentary procedure as “the most recent revision of Robert’s Rules of Order.” Otherwise, they may have to resort to obsolete rules to resolve parliamentary questions.

## Can a church’s bylaws be “suspended”?

Can church members vote to “suspend” the church bylaws during a membership meeting? Consider the following scenario. A church’s bylaws state that board members serve a maximum of six years in office. The church is in the midst of a construction project, and a board member is a contractor who has provided invaluable assistance to the church during this project. Several church members want this person to remain on the board following the expiration of his term of office. A member made a motion at an annual church business meeting to “suspend the bylaws” to allow this to happen. Can church members, at a duly called business meeting, take action to suspend the bylaws?

In most cases, the answer is no. Consider the following ten points.

1. State nonprofit corporation laws under which many churches are incorporated generally make no provision for the suspension of bylaws.
2. Suspension of bylaws is an extraordinary action that is not found in most church bylaws, but it is important to confirm that this is the case.
3. If your church bylaws allow for their own suspension, then be sure to comply with any procedural requirements. For example, the bylaws of some public charities and for-profit corporations provide for their own suspension, but they typically require a supermajority vote, such as two-thirds or three-fourths of the members present.
4. Many churches have adopted the current version of *Robert's Rules of Order* as their official body of parliamentary procedure governing church

business meetings. Section 25 of *Robert's Rules of Order Newly Revised* states:

Rules contained in the bylaws (or constitution) cannot be suspended no matter how large the vote in favor of doing so or how inconvenient the rule in question may be unless the particular rule specifically provides for its own suspension, or unless the rule properly is in the nature of a [procedural] rule of order.

For churches that have not formally adopted any body of parliamentary procedure, *Robert's Rules of Order Newly Revised* is persuasive authority. Section 2 of *Robert's Rules of Order Newly Revised* states:

Although it is unwise for an assembly or a society to attempt to function without formally adopted rules of order, a recognized parliamentary manual may be cited under such conditions as persuasive.

**5.** Some corporations have amended their bylaws to *remove* a provision authorizing their suspension. One common reason for doing so is that a provision authorizing bylaw suspension is antidemocratic. That is, the bylaws are adopted by the corporate membership following an intensive period of drafting and consideration. Permitting this fundamental legal document, or a provision therein, to be suspended by a specified percentage of members present at an annual or specially called meeting of the members typically will result in a relatively small minority of the total membership dictating a suspension of the bylaws.

**6.** Churches that choose to provide for the suspension of their bylaws can limit potential problems by requiring a supermajority vote and by limiting the suspension option to specific bylaw articles or sections.

**7.** In a famous case, Supreme Court Justice Oliver Wendell Holmes noted that “hard cases make bad law.” The point being that bad precedents often result from difficult circumstances. Churches that feel compelled to suspend their bylaws, even when legally authorized, may end up regretting

doing so. At a minimum, they will be establishing a precedent that may be referenced on many future occasions whenever an emergency arises. The very concept of corporate bylaws being subject to suspension is at odds with the fundamental nature of bylaws as a set of rules governing corporate practice and administration. In one sense, the bylaws are the one document that protects a church against anarchy. Any compromise to the stability of a church's bylaws raises the potential for future problems.

**8.** Proper drafting of bylaws often can avoid the clamor for their suspension that may arise out of temporary emergencies. Church leaders should periodically have their bylaws reviewed by legal counsel.

**9.** Suspending the bylaws, when not authorized, will result in a “cloud” over the integrity and legitimacy of whatever action is taken while the bylaws are suspended.

**10.** Bylaw amendment should be viewed as an alternative to bylaw suspension. Bylaws typically provide for their own amendment. In many cases, bylaw amendments take effect immediately.

## Improper and dilatory motions

A number of parliamentary rules are designed to facilitate the efficient consideration of business. Two of these rules are the prohibitions against improper and dilatory motions. These rules limit the ability of church members to hijack church business meetings with bizarre and irrelevant motions.

### Improper motions

*Robert's Rules of Order Newly Revised* lists the following examples of improper motions:

- Motions that conflict with the corporate charter, constitution, or bylaws.
- Motions that conflict with procedural rules prescribed by national, state, or local laws.
- In some cases, motions that conflict with a previously adopted motion that has not been rescinded, or considered and rejected.

- Motions presenting practically the same question as one that is still under consideration.
- Motions that are outside the objective of the organization as specified in its governing documents.

## Dilatory motions

*Robert's Rules of Order Newly Revised* defines a dilatory motion as one that “seeks to obstruct or thwart the will of the assembly.” It is the duty of the chair to rule that such motions are out of order as dilatory.

Section 10 of *Robert's Rules* describes another kind of improper dilatory motion:

Motions to reaffirm a position previously taken by adopting a motion or resolution are not in order. Such a motion serves no useful purpose because the original motion is still in effect; also . . . if a motion to reaffirm failed, it would create an ambiguous situation.

## What is meant by receiving, accepting, or adopting a report?

It is common for motions to be offered at church board and membership meetings to “accept,” “receive,” or “adopt” a report. For example, after the church treasurer makes a report to the church board at a monthly meeting, a board member moves that the report be “received.” Is this an appropriate motion, or would some other motion be more appropriate? Consider the following explanations.

### “Receiving” a report

A report of an officer or committee is “received” by a board or assembly when it is presented or read. In other words, the person making the report *presents* it, while the listeners *receive* it. As a result, it is incorrect parliamentary practice for a motion to be made at a board or membership meeting to “receive” a report after it is presented, since the act of presenting it constitutes reception by the hearers.

**Example.** A church treasurer makes a report of the church’s finances at a monthly meeting of the church board. Following the presentation of the report, and the treasurer’s response to questions and requests for

clarification, a board member moves “to receive the treasurer’s report with appreciation.” This motion is nonsensical, since the treasurer’s report was received when it was read.

## **Adopting or accepting a report**

*Robert’s Rules of Order Newly Revised* states that motions to adopt or accept the report of an officer or committee are synonymous, and signify that the entire report becomes “the act or statement of the assembly.” Such motions are common in church board and membership meetings.

To illustrate, it is common for motions to be made and passed to accept a treasurer’s report or the minutes of the previous meeting. It is important to understand, however, that such motions have the effect of “the assembly’s endorsing every word of the report, including the indicated facts and reasoning, as its own statement.” This may not be a problem in some, or even most, cases. For example, a board may want to formally adopt the minutes of each meeting, since they reflect the actions of the board itself. But, there can be situations in which it would be more appropriate for a board or assembly to merely receive a report (by having it presented).

Some reports of officers or committees contain one or more recommendations for action. In such cases, it is appropriate and necessary for a motion to adopt the recommendation. Usually, such a motion is made by the person presenting the report.

## **No action**

Many reports made by officers and committees to a board or assembly are for informational purposes and contain no recommendations or motions. For example, at a regularly scheduled meeting of a church board, a committee member reads a report that contains no proposed actions. It would be appropriate for the chairperson to thank the committee and request that the report be placed on file, and then move to the next item of business. A motion to accept or adopt the report is not necessary, since it is informational.

In this regard, *Robert’s Rules of Order Newly Revised* states: “Apart from filing such a report . . . no action on it is necessary and usually none should be taken.”

In some organizations, the treasurer's periodic reports to the board of directors are not accepted or adopted (so long as they contain no specific recommendations for action). Instead, the chairperson requests the secretary to file these reports without action. At the end of the fiscal year the board adopts a motion to accept the report of the CPA firm that audits the organization's books. This has the effect of relieving the treasurer of any personal culpability for his or her reports (excepting fraudulent or illegal activity). It also may minimize the board's culpability that might otherwise exist if it adopted or accepted each report of its treasurer. The organization itself, at its annual business meeting, also adopts or accepts by motion the CPA's audit report.

## Special rules for small meetings

*Robert's Rules of Order Newly Revised* permits certain parliamentary rules to be relaxed in "small boards and committees," which it defines as those "consisting of not more than about a dozen members." The reason for less formality in small boards and committees is to facilitate the conduct of business. Note that larger boards and committees (those with more than about a dozen members), are subject to the same parliamentary rules as a large deliberative assembly.

Here are the parliamentary rules that are relaxed in small boards and committees, according to *Robert's Rules of Order Newly Revised*:

- Members are not required to obtain the floor before making motions or speaking, which they can do while seated.
- Motions need not be seconded.
- There is no limit to the number of times a member can speak to a question, and motions to close or limit debate generally should not be entertained.
- Informal discussion of a subject is permitted while no motion is pending.
- Sometimes, when a proposal is perfectly clear to all present, a vote can be taken without a motion having been introduced. Unless agreed to by unanimous consent, however, all proposed actions of a board must be approved by vote under the same rules as in other assemblies, except that a vote can be taken initially by a show of hands, which is often a better method in such meetings.
- The chairperson need not rise while putting questions to vote.
- The chairperson can speak in discussion without rising or leaving the chair, and, subject to rule or custom within the particular board (which should be

uniformly followed regardless of how many members are present), he or she usually can make motions and usually votes on all questions.

## Additional reading

For more on parliamentary procedure, see the following:

- [\*Church Governance: What Leaders Must Know to Conduct Legally Sound Church Business\*](#)
- [\*Pastor, Church & Law\*](#) (in the legal library, or [purchase the book](#) from the Church Law & Tax Store)
- [“How to Take a Vote in 5 Easy Steps”](#)
- [“Why You Should Remove Certain Reports from Your Meeting Agenda”](#)
- [“Why Taking Minutes Is a ‘Must’”](#)
- [“Making a Motion”](#) infographic
- [“Q&A: Write-in Candidates?”](#)
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