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RESOLUTION NO. 2026-13

A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE SALINAS VALLEY BASIN GROUNDWATER SUSTAINABILITY AGENCY
APPROVING THE FOURTH AMENDED BYLAWS OF
SALINAS VALLEY BASIN GROUNDWATER SUSTAINABILITY AGENCY

WHEREAS:

1) On December 14, 2017, the Board of Directors adopted Bylaws of the Salinas Valley Basin Groundwater Sustainability Agency (Bylaws); and

2) The Bylaws were subsequently amended on July 11, 2019, August 13, 2020, and August 8, 2024.

3) To accurately reflect the Agency's current needs, certain changes are made as incorporated in the Fourth Amended Bylaws.

THEREFORE, BE IT RESOLVED by the Salinas Valley Basin Groundwater Sustainability Agency Board of Directors that it hereby:

1) Approves the Fourth Amended and Restated Bylaws of the Salinas Valley Basin Groundwater Sustainability Agency, attached hereto and incorporated herein by reference, and

2) Authorizes and directs the General Manager and Agency Counsel to take such other and further action as may be necessary to implement the intent and purposes of this resolution.

Passed and adopted this 8th day of October 2026 by the following vote:

AYES: Chapin, Church, Cremers, Donohue, Granillo, Kelly, Lee, McIntyre, Stefani
NOES: Rottici
ABSENT: Velazquez
ABSTAIN: None

Signed by:
Caroline Chapin
D663232DA4F146F...
C. Chapin, Chair

10/15/2026
Date

ATTEST:

DocuSigned by:
Harrison Tregenza
88698791972943A...
H. Tregenza
Clerk of the Board of Directors
Salinas Valley Basin Groundwater Sustainability Agency
County of Monterey, State of California

10/19/2026
Date

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FOURTH AMENDED AND RESTATED BYLAWS

SALINAS VALLEY BASIN GROUNDWATER SUSTAINABILITY AGENCY

I. PURPOSE AND AUTHORITY.

1.1. Authority. These bylaws are adopted pursuant to the Joint Exercise of Powers Agreement forming the Salinas Valley Basin Groundwater Sustainability Agency ("Agency"), dated December 22, 2016 ("Agreement").

1.2. Purpose. The purpose of these bylaws is to govern the conduct of meetings of the Agency Board of Directors ("Board"), provide for the formation and function of committees, and establish guidelines for the operations of the Agency.

1.3. Incorporation of Provisions of the Agreement. Various provisions of the Agreement set forth the powers, duties and procedures of the Board. Those provisions are incorporated herein as a reference. If any inconsistency exists between the provisions of the Agreement and these bylaws, the provisions of the Agreement shall control.

1.4. Principal Office. As set forth in Article VII of the Agreement, the principal office of the Agency shall be at the Monterey County offices, 1441 Schilling Place, Salinas, CA 93901.

1.5. Agency Administration. The Board shall select and implement an approach to the Agency administration and management that is appropriate to the circumstances and adapted to the Agency's needs as they may evolve over time.

II. DIRECTORS.

2.1. General. The number, manner of appointment, removal, filling of vacancies, and duties of Primary and Alternate Directors are set forth in Article VI of the Agreement. Primary and Alternate Directors are expected to communicate with each other from time-to-time so that the Alternates may participate in Board meetings in an informed manner when called upon to do so. When a Primary Director is present, an Alternate may attend a Board meeting as a member of the public but may not participate in any Board discussion or vote on a matter.

2.2. Compensation. As set forth in Article X of the Agreement:

(a) Each Director, whether Primary or Alternate, is eligible to receive a stipend of $100 and mileage reimbursement at the Internal Revenue Service (IRS) rate for each qualified meeting attended by the Director in an official (voting) capacity. A qualified meeting is a regular or special meeting of the Board or a meeting of any committees established by the Board, composed solely of Directors, to which a Director is appointed.

(b) In addition, Directors, whether Primary or Alternate, shall be reimbursed for actual and necessary expenses incurred in the performance of official Agency business when so directed or authorized by the Board, such reimbursement to be consistent with a policy adopted by the Board.

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2.3. Notice to Directors. Whenever written notice is required by law or these bylaws to be given or delivered to Directors, such notice will be delivered to each Director via their official Agency email address.

2.4. Code of Conduct. The Board recognizes the importance and value of a positive and constructive culture to the overall performance of the Agency. In order for the Board to function in an effective manner, it is important that the Directors understand and acknowledge their respective roles and the level of performance necessary to carry out the duties of a Director. All Directors shall agree in writing to follow the Code of Conduct of the Agency set forth in Appendix A.

III. OFFICERS.

3.1. Officers. The officers of the Board shall be the Chairperson and Vice-Chairperson as set forth in Article VI of the Agreement.

3.2. Qualification, Selection, and Term. The Chairperson and Vice-Chairperson shall be Primary Directors elected annually by the Board at a meeting held prior to July 1. Each officer shall serve for a term of one year commencing on July 1 and ending on June 30 of the succeeding calendar year, or until a successor has been elected. The Chairperson and Vice-Chairperson may be reelected and may serve up to 3 consecutive terms. The role of Chairperson and Vice-Chairperson shall rotate amongst the classes of Directors in the order reflected in Exhibit B to the Agreement. Directors may decline to serve as Chairperson or Vice-Chairperson, in which case the selection shall be made from the next class of Directors except for the class of Agricultural Directors, in which case the selection shall pass to the next eligible Primary Agricultural Director. If all Primary Agricultural Directors decline to serve, the selection shall pass to the next class of Directors.

3.3. Duties of Chairperson. The Chairperson shall preside at meetings of the Board and exercise and perform such other powers and duties as prescribed by these bylaws, the policies of the Agency and as may be assigned to him/her by the Board. In the absence of both the Chairperson and Vice-Chairperson, the Board shall elect a Chairperson Pro-Tem from the Directors present to preside at a meeting.

3.4. Duties of Vice-Chairperson. Notwithstanding the appointment of an Alternate Director for the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson in his/her absence or disability and exercise and perform such other powers and duties as may be assigned by the Board.

3.5. Removal, Resignation, and Vacancies. An Officer may be removed, with or without cause, by a majority vote of the Board at a regular or special meeting. An Officer may resign at any time by giving notice to the Chairperson. An Officer's position that is vacant because of removal, resignation, disqualification, death or any other cause shall be filled for the remainder of the term in the manner prescribed in Section 3.2 of these bylaws as soon as reasonably possible.

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IV. MEETINGS.

4.1 Conduct of Meetings. As set forth in Article VII of the Agreement, all meetings of the Board shall be subject to the provisions of the Ralph M. Brown Act (Government Code section 54950 et seq.) ("Brown Act"), the Agreement, and these bylaws. If any inconsistency exists between the provisions of the Brown Act and the Agreement or these bylaws, the provisions of the Brown Act shall control.

4.2 Regular Meetings Time and Place. On an annual basis, the Board shall approve a schedule for the regular meetings of the Board at a location within the boundaries of the Salinas Valley Groundwater Basin. Notice and posting of agendas for regular meetings shall be pursuant to the provisions of the Brown Act.

4.3 Special Meetings. Special meetings may be called by the a) Chairperson; b) Chairperson at the written request of any five (5) Primary Directors; c) majority of Directors; or d) Executive Director/General Manager of the Agency at any time for a specific, announced purpose. Notice and posting of agendas for special meetings shall be pursuant to the provisions of the Brown Act.

4.4 Emergency Meetings. Emergency meetings may be called by the a) Chairperson or b) Executive Director/General Manager of the Agency under the circumstances and conditions set forth in the Brown Act.

4.5 Quorum. As set forth in Article VII of the Agreement, a quorum of the Board shall consist of six (6) Directors. No action shall be taken by the Board unless a quorum is present at the meeting, except as otherwise provided in these bylaws or in the Brown Act.

4.6 Voting. Actions of the Board shall be by majority vote, super majority vote, or super majority plus vote, as set forth in the Agreement. If a Director is recused or prohibited from voting due to an actual or perceived conflict of interest under the California Political Reform Act (Government Code section 87100 et seq.) or Government Code section 1090 et seq., the Director shall leave the room, and his/her presence shall not be counted towards a quorum. The presence of any Director who otherwise abstains from voting shall be counted for purposes of determining a quorum and shall be considered to vote in favor of the majority or, if a tie vote results not considering the abstaining Director's vote, in favor of the motion voted upon.

4.7 Preparation of the Agenda. The agenda for each meeting of the Board shall be prepared in the first instance by the Executive Director/General Manager in consultation with the Chairperson. Any item voted affirmatively by the Executive Committee or Budget and Finance Committee shall be placed on a Board agenda as directed by the respective committee. Any Director may request that an item be placed on the agenda of a regular meeting of the Board by submitting a written request to the Chairperson and Executive Director/General Manager at least thirty (30) calendar days before the meeting.

4.8 Rules of Order. All rules of order not otherwise provided for in these bylaws

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shall be determined, to the extent practicable, in accordance with Rosenberg's Rules of Order (attached hereto as Appendix B). If Rosenberg's Rules of Order does not address the issue, Robert's Rules of Order can be consulted for guidance. Notwithstanding the foregoing, no action of the Board shall be invalidated, or its legality otherwise affected by the failure or omission to observe or follow Rosenberg's Rules of Order or Robert's Rules of Order.

V. COMMITTEES.

5.1 Standing Committees. As set forth in Article VIII of the Agreement, the Board may establish and maintain the following standing committees: Executive Committee, Budget and Finance Committee, and a Planning Committee. The Board may establish other standing committees to assist in carrying out the purposes and objectives of the Agency. Standing committees shall meet as frequently as is necessary, but in any event, not less than quarterly. Meetings shall be subject to the provisions of the Brown Act. Except as may be specifically ordered by the Board, standing committees shall consist of not more than five (5) Directors. Each standing committee shall elect a Chairperson and Vice Chairperson.

5.2 Appointment and Terms of Committee Members. The Board shall appoint members of standing committees at its first regular meeting after July 1 of each year, and terms of committee members shall last until June 30 of the succeeding calendar year or until a successor is appointed. Members of committees may be re-appointed for succeeding terms, without limitation. In order to provide continuity for each standing committee, the Chair of each standing committee shall continue to serve as a member of that committee, whether as Chair or as a regular member, in the fiscal year following service as Chair.

5.3 Executive Committee. The Executive Committee shall consist of the Chairperson and Vice-Chairperson, and three (3) other Directors, appointed by the Board. The committee shall consider and make recommendations to the Board on all matters requiring a Super Majority or Super Majority Plus vote. The Executive Committee shall also consider and make recommendations on the performance of the Executive Director/General Manager and Agency Counsel, and amendments to bylaws.

5.4 Budget and Finance Committee. The Budget and Finance Committee shall consist of five (5) Directors, appointed by the Board. The committee shall review and make recommendations on items related to the budget and financial performance of the Agency and shall review fees/charges proposed to be levied by the Agency.

5.5 Planning Committee. The Planning Committee shall consist of no more than (5) Directors, appointed by the Board. The Planning Committee shall assist the Executive Director/General Manager develop short- and long-range plans for the Agency with respect to all activities in which the Agency is involved or might become involved and make appropriate recommendations to the Board. The Planning Committee will screen, evaluate, and prioritize projects and programs considered for implementation by the Agency, and review the Agency's ongoing projects and programs.

5.6 Advisory Committee. The Board shall establish an Advisory Committee as set

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forth in Article VIII of the Agreement. The membership of the Advisory Committee shall be structured such that there shall not be more than a quorum of Directors, whether Primary or Alternate, participating in Advisory Committee meetings in an official capacity at any one time. Membership on the Advisory Committee shall not have a term, but shall be at the pleasure of the Board, and Advisory Committee members may be removed with or without cause. The Advisory Committee shall be guided by its Charter.

5.7 Ad Hoc Committees. The Board may establish ad hoc committees. Ad hoc committees may not consist of more than five (5) Directors and shall have limited subject matter jurisdiction. Ad hoc committees are not subject to the provisions of the Brown Act.

5.8 Role of Committees. The role of each committee is limited to the matters expressly assigned to the committee by these bylaws or by order of the Board, together with all matters necessarily incidental thereto. Except as otherwise provided in these bylaws or by order of the Board, the committees do not make binding decisions on those matters; rather the committees make recommendations on those matters that are to be considered by the Board.

VI. MISCELLANEOUS.

6.1 Whenever the context so requires, the singular number shall include the plural and plural shall include the singular.

6.2 These bylaws shall be adopted and amended by resolution, approved by a majority of the Directors at any properly noticed meeting.

Adopted
12/14/2017
Amended
07/11/2019
Amended
08/13/2020
Amended
08/08/2024
Amended
10/08/2026

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Salinas Valley Basin Groundwater Sustainability Agency
Board of Directors

CODE OF CONDUCT

As primary and alternate members of the Board of Directors (Board) of the Salinas Valley Basin Groundwater Sustainability Agency (Agency) and/or members of the Agency's committees (Committees), we are committed to preserving the public trust and representing the best interests of the Agency and its constituents.

Principles and Performance Expectations:

1. The Board and each Committee functions as a participatory team,
2. The Board and each Committee values a visionary, constructive, work environment,
3. The Board and each Committee values open and honest communication with open agendas,
4. The Board and each Committee works for the common good of its constituents,
5. Primary and alternate Board members (Directors) are prepared for Board meetings and are responsible for initiating resolutions,
6. Committee members are prepared for Committee meetings,
7. Primary members make every effort to attend all Board meetings and all meetings of the Committees to which they are appointed, alternate members are encouraged to attend any and all meetings,
8. Primary members are responsible for coordinating with their respective alternate members to assist them to be prepared for meetings that they attend in primary capacity.

Interaction and Communications:

1. Directors and Committee members maintain informal and professional relationships among each other,
2. Directors and Committee members refrain from personal attacks against other Directors, Committee members and staff,
3. Directors and Committee members apply the rules governing communications in compliance with the Brown Act,
4. Directors and Committee members function as a team and are not exclusive in their communications and interactions,
5. Directors and Committee members are respectful of each other, the staff and the public.

I agree to uphold the following values:

1. Recognize the worth of individual Directors and Committee members and appreciate their talents, perspectives, and contributions.
2. Help to create an atmosphere of respect and civility where Directors, Committee members, staff, and the public are free to express their ideas and work together to their full potential.
3. Conduct my personal business and public affairs with honesty, integrity, fairness, and respect for others.

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4. Keep the common good as my highest purpose and focus on achieving constructive solutions for the public benefit.
5. Avoid and discourage conduct which is divisive or harmful to the best interest of Agency.
6. Treat all people in a manner in which I wish to be treated.

_____	_____
Name	Board/Committee
_____	_____
Signature	Date

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Rosenberg's Rules of Order

REVISED 2011

Simple Rules of Parliamentary Procedure for the 21st Century

By Judge Dave Rosenberg

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LEAGUE® OF CALIFORNIA CITIES

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To be recognized and respected as the leading advocate for the common interests of California's cities.

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Established in 1898, the League of California Cities is a member organization that represents California's incorporated cities. The League strives to protect the local authority and automony of city government and help California's cities effectively serve their residents. In addition to advocating on cities' behalf at the state capitol, the League provides its members with professional development programs and information resources, conducts education conferences and research, and publishes Western City magazine.

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About the Author

Dave Rosenberg is a Superior Court Judge in Yolo County. He has served as presiding judge of his court, and as presiding judge of the Superior Court Appellate Division. He also has served as chair of the Trial Court Presiding Judges Advisory Committee (the committee composed of all 58 California presiding judges) and as an advisory member of the California Judicial Council. Prior to his appointment to the bench, Rosenberg was member of the Yolo County Board of Supervisors, where he served two terms as chair. Rosenberg also served on the Davis City Council, including two terms as mayor. He has served on the senior staff of two governors, and worked for 19 years in private law practice. Rosenberg has served as a member and chair of numerous state, regional and local boards. Rosenberg chaired the California State Lottery Commission, the California Victim Compensation and Government Claims Board, the Yolo-Solano Air Quality Management District, the Yolo County Economic Development Commission, and the Yolo County Criminal Justice Cabinet. For many years, he has taught classes on parliamentary procedure and has served as parliamentarian for large and small bodies.

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Introduction

The rules of procedure at meetings should be simple enough for most people to understand. Unfortunately, that has not always been the case. Virtually all clubs, associations, boards, councils and bodies follow a set of rules — *Robert's Rules of Order* — which are embodied in a small, but complex, book. Virtually no one I know has actually read this book cover to cover. Worse yet, the book was written for another time and for another purpose. If one is chairing or running a parliament, then *Robert's Rules of Order* is a dandy and quite useful handbook for procedure in that complex setting. On the other hand, if one is running a meeting of say, a five-member body with a few members of the public in attendance, a simplified version of the rules of parliamentary procedure is in order.

Hence, the birth of *Rosenberg's Rules of Order*.

What follows is my version of the rules of parliamentary procedure, based on my decades of experience chairing meetings in state and local government. These rules have been simplified for the smaller bodies we chair or in which we participate, slimmed down for the 21st Century, yet retaining the basic tenets of order to which we have grown accustomed. Interestingly enough, *Rosenberg's Rules* has found a welcoming audience. Hundreds of cities, counties, special districts, committees, boards, commissions, neighborhood associations and private corporations and companies have adopted *Rosenberg's Rules* in lieu of *Robert's Rules* because they have found them practical, logical, simple, easy to learn and user friendly.

This treatise on modern parliamentary procedure is built on a foundation supported by the following four pillars:

1. **Rules should establish order.** The first purpose of rules of parliamentary procedure is to establish a framework for the orderly conduct of meetings.
2. **Rules should be clear.** Simple rules lead to wider understanding and participation. Complex rules create two classes: those who understand and participate; and those who do not fully understand and do not fully participate.
3. **Rules should be user friendly.** That is, the rules must be simple enough that the public is invited into the body and feels that it has participated in the process.
4. **Rules should enforce the will of the majority while protecting the rights of the minority.** The ultimate purpose of rules of procedure is to encourage discussion and to facilitate decision making by the body. In a democracy, majority rules. The rules must enable the majority to express itself and fashion a result, while permitting the minority to also express itself, but not dominate, while fully participating in the process.

Establishing a Quorum

The starting point for a meeting is the establishment of a quorum. A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. The default rule is that a quorum is one more than half the body. For example, in a five-member body a quorum is three. When the body has three members present, it can legally transact business. If the body has less than a quorum of members present, it cannot legally transact business. And even if the body has a quorum to begin the meeting, the body can lose the quorum during the meeting when a member departs (or even when a member leaves the dais). When that occurs the body loses its ability to transact business until and unless a quorum is reestablished.

The default rule, identified above, however, gives way to a specific rule of the body that establishes a quorum. For example, the rules of a particular five-member body may indicate that a quorum is four members for that particular body. The body must follow the rules it has established for its quorum. In the absence of such a specific rule, the quorum is one more than half the members of the body.

The Role of the Chair

While all members of the body should know and understand the rules of parliamentary procedure, it is the chair of the body who is charged with applying the rules of conduct of the meeting. The chair should be well versed in those rules. For all intents and purposes, the chair makes the final ruling on the rules every time the chair states an action. In fact, all decisions by the chair are final unless overruled by the body itself.

Since the chair runs the conduct of the meeting, it is usual courtesy for the chair to play a less active role in the debate and discussion than other members of the body. This does not mean that the chair should not participate in the debate or discussion. To the contrary, as a member of the body, the chair has the full right to participate in the debate, discussion and decision-making of the body. What the chair should do, however, is strive to be the last to speak at the discussion and debate stage. The chair should not make or second a motion unless the chair is convinced that no other member of the body will do so at that point in time.

The Basic Format for an Agenda Item Discussion

Formal meetings normally have a written, often published agenda. Informal meetings may have only an oral or understood agenda. In either case, the meeting is governed by the agenda and the agenda constitutes the body's agreed-upon roadmap for the meeting. Each agenda item can be handled by the chair in the following basic format:

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First, the chair should clearly announce the agenda item number and should clearly state what the agenda item subject is. The chair should then announce the format (which follows) that will be followed in considering the agenda item.

Second, following that agenda format, the chair should invite the appropriate person or persons to report on the item, including any recommendation that they might have. The appropriate person or persons may be the chair, a member of the body, a staff person, or a committee chair charged with providing input on the agenda item.

Third, the chair should ask members of the body if they have any technical questions of clarification. At this point, members of the body may ask clarifying questions to the person or persons who reported on the item, and that person or persons should be given time to respond.

Fourth, the chair should invite public comments, or if appropriate at a formal meeting, should open the public meeting for public input. If numerous members of the public indicate a desire to speak to the subject, the chair may limit the time of public speakers. At the conclusion of the public comments, the chair should announce that public input has concluded (or the public hearing, as the case may be, is closed).

Fifth, the chair should invite a motion. The chair should announce the name of the member of the body who makes the motion.

Sixth, the chair should determine if any member of the body wishes to second the motion. The chair should announce the name of the member of the body who seconds the motion. It is normally good practice for a motion to require a second before proceeding to ensure that it is not just one member of the body who is interested in a particular approach. However, a second is not an absolute requirement, and the chair can proceed with consideration and vote on a motion even when there is no second. This is a matter left to the discretion of the chair.

Seventh, if the motion is made and seconded, the chair should make sure everyone understands the motion.

This is done in one of three ways:

1. The chair can ask the maker of the motion to repeat it;
2. The chair can repeat the motion; or
3. The chair can ask the secretary or the clerk of the body to repeat the motion.

Eighth, the chair should now invite discussion of the motion by the body. If there is no desired discussion, or after the discussion has ended, the chair should announce that the body will vote on the motion. If there has been no discussion or very brief discussion, then the vote on the motion should proceed immediately and there is no need to repeat the motion. If there has been substantial discussion, then it is normally best to make sure everyone understands the motion by repeating it.

Ninth, the chair takes a vote. Simply asking for the "ayes" and then asking for the "nays" normally does this. If members of the body do not vote, then they "abstain." Unless the rules of the body provide otherwise (or unless a super majority is required as delineated later in these rules), then a simple majority (as defined in law or the rules of the body as delineated later in these rules) determines whether the motion passes or is defeated.

Tenth, the chair should announce the result of the vote and what action (if any) the body has taken. In announcing the result, the chair should indicate the names of the members of the body, if any, who voted in the minority on the motion. This announcement might take the following form: "The motion passes by a vote of 3-2, with Smith and Jones dissenting. We have passed the motion requiring a 10-day notice for all future meetings of this body."

Motions in General

Motions are the vehicles for decision making by a body. It is usually best to have a motion before the body prior to commencing discussion of an agenda item. This helps the body focus.

Motions are made in a simple two-step process. First, the chair should recognize the member of the body. Second, the member of the body makes a motion by preceding the member's desired approach with the words "I move … "

A typical motion might be: "I move that we give a 10-day notice in the future for all our meetings."

The chair usually initiates the motion in one of three ways:

1. **Inviting the members of the body to make a motion,** for example, "A motion at this time would be in order."
2. **Suggesting a motion to the members of the body,** "A motion would be in order that we give a 10-day notice in the future for all our meetings."
3. **Making the motion.** As noted, the chair has every right as a member of the body to make a motion, but should normally do so only if the chair wishes to make a motion on an item but is convinced that no other member of the body is willing to step forward to do so at a particular time.

The Three Basic Motions

There are three motions that are the most common and recur often at meetings:

The basic motion. The basic motion is the one that puts forward a decision for the body's consideration. A basic motion might be: "I move that we create a five-member committee to plan and put on our annual fundraiser."

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The motion to amend. If a member wants to change a basic motion that is before the body, they would move to amend it. A motion to amend might be: "I move that we amend the motion to have a 10-member committee." A motion to amend takes the basic motion that is before the body and seeks to change it in some way.

The substitute motion. If a member wants to completely do away with the basic motion that is before the body, and put a new motion before the body, they would move a substitute motion. A substitute motion might be: "I move a substitute motion that we cancel the annual fundraiser this year."

"Motions to amend" and "substitute motions" are often confused, but they are quite different, and their effect (if passed) is quite different. A motion to amend seeks to retain the basic motion on the floor, but modify it in some way. A substitute motion seeks to throw out the basic motion on the floor, and substitute a new and different motion for it. The decision as to whether a motion is really a "motion to amend" or a "substitute motion" is left to the chair. So if a member makes what that member calls a "motion to amend," but the chair determines that it is really a "substitute motion," then the chair's designation governs.

A "friendly amendment" is a practical parliamentary tool that is simple, informal, saves time and avoids bogging a meeting down with numerous formal motions. It works in the following way: In the discussion on a pending motion, it may appear that a change to the motion is desirable or may win support for the motion from some members. When that happens, a member who has the floor may simply say, "I want to suggest a friendly amendment to the motion." The member suggests the friendly amendment, and if the maker and the person who seconded the motion pending on the floor accepts the friendly amendment, that now becomes the pending motion on the floor. If either the maker or the person who seconded rejects the proposed friendly amendment, then the proposer can formally move to amend.

Multiple Motions Before the Body

There can be up to three motions on the floor at the same time. The chair can reject a fourth motion until the chair has dealt with the three that are on the floor and has resolved them. This rule has practical value. More than three motions on the floor at any given time is confusing and unwieldy for almost everyone, including the chair.

When there are two or three motions on the floor (after motions and seconds) at the same time, the vote should proceed *first* on the *last* motion that is made. For example, assume the first motion is a basic "motion to have a five-member committee to plan and put on our annual fundraiser." During the discussion of this motion, a member might make a second motion to "amend the main motion to have a 10-member committee, not a five-member committee to plan and put on our annual fundraiser." And perhaps, during that discussion, a member makes yet a third motion as a "substitute motion that we not have an annual fundraiser this year." The proper procedure would be as follows:

First, the chair would deal with the *third* (the last) motion on the floor, the substitute motion. After discussion and debate, a vote would be taken first on the third motion. If the substitute motion *passed*, it would be a substitute for the basic motion and would eliminate it. The first motion would be moot, as would the second motion (which sought to amend the first motion), and the action on the agenda item would be completed on the passage by the body of the third motion (the substitute motion). No vote would be taken on the first or second motions.

Second, if the substitute motion *failed*, the chair would then deal with the second (now the last) motion on the floor, the motion to amend. The discussion and debate would focus strictly on the amendment (should the committee be five or 10 members). If the motion to amend *passed*, the chair would then move to consider the main motion (the first motion) as *amended*. If the motion to amend *failed,* the chair would then move to consider the main motion (the first motion) in its original format, not amended.

Third, the chair would now deal with the first motion that was placed on the floor. The original motion would either be in its original format (five-member committee), or if *amended*, would be in its amended format (10-member committee). The question on the floor for discussion and decision would be whether a committee should plan and put on the annual fundraiser.

To Debate or Not to Debate

The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the body. The debate can continue as long as members of the body wish to discuss an item, subject to the decision of the chair that it is time to move on and take action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the body to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the chair must immediately call for a vote of the body without debate on the motion):

Motion to adjourn. This motion, if passed, requires the body to immediately adjourn to its next regularly scheduled meeting. It requires a simple majority vote.

Motion to recess. This motion, if passed, requires the body to immediately take a recess. Normally, the chair determines the length of the recess which may be a few minutes or an hour. It requires a simple majority vote.

Motion to fix the time to adjourn. This motion, if passed, requires the body to adjourn the meeting at the specific time set in the motion. For example, the motion might be: "I move we adjourn this meeting at midnight." It requires a simple majority vote.

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Motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on "hold." The motion can contain a specific time in which the item can come back to the body. "I move we table this item until our regular meeting in October." Or the motion can contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the body will have to be taken at a future meeting. A motion to table an item (or to bring it back to the body) requires a simple majority vote.

Motion to limit debate. The most common form of this motion is to say, "I move the previous question" or "I move the question" or "I call the question" or sometimes someone simply shouts out "question." As a practical matter, when a member calls out one of these phrases, the chair can expedite matters by treating it as a "request" rather than as a formal motion. The chair can simply inquire of the body, "any further discussion?" If no one wishes to have further discussion, then the chair can go right to the pending motion that is on the floor. However, if even one person wishes to discuss the pending motion further, then at that point, the chair should treat the call for the "question" as a formal motion, and proceed to it.

When a member of the body makes such a motion ("I move the previous question"), the member is really saying: "I've had enough debate. Let's get on with the vote." When such a motion is made, the chair should ask for a second, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a two-thirds vote of the body.

NOTE: A motion to limit debate could include a time limit. For example: "I move we limit debate on this agenda item to 15 minutes." Even in this format, the motion to limit debate requires a two-thirds vote of the body. A similar motion is a *motion to object to consideration of an item.* This motion is not debatable, and if passed, precludes the body from even considering an item on the agenda. It also requires a two-thirds vote.

Majority and Super Majority Votes

In a democracy, a simple majority vote determines a question. A tie vote means the motion fails. So in a seven-member body, a vote of 4-3 passes the motion. A vote of 3-3 with one abstention means the motion fails. If one member is absent and the vote is 3-3, the motion still fails.

All motions require a simple majority, but there are a few exceptions. The exceptions come up when the body is taking an action which effectively cuts off the ability of a minority of the body to take an action or discuss an item. These extraordinary motions require a two-thirds majority (a super majority) to pass:

Motion to limit debate. Whether a member says, "I move the previous question," or "I move the question," or "I call the question," or "I move to limit debate," it all amounts to an attempt to cut off the ability of the minority to discuss an item, and it requires a two-thirds vote to pass.

Motion to close nominations. When choosing officers of the body (such as the chair), nominations are in order either from a nominating committee or from the floor of the body. A motion to close nominations effectively cuts off the right of the minority to nominate officers and it requires a two-thirds vote to pass.

Motion to object to the consideration of a question. Normally, such a motion is unnecessary since the objectionable item can be tabled or defeated straight up. However, when members of a body do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable, and it requires a two-thirds vote to pass.

Motion to suspend the rules. This motion is debatable, but requires a two-thirds vote to pass. If the body has its own rules of order, conduct or procedure, this motion allows the body to suspend the rules for a particular purpose. For example, the body (a private club) might have a rule prohibiting the attendance at meetings by non-club members. A motion to suspend the rules would be in order to allow a non-club member to attend a meeting of the club on a particular date or on a particular agenda item.

Counting Votes

The matter of counting votes starts simple, but can become complicated.

Usually, it's pretty easy to determine whether a particular motion passed or whether it was defeated. If a simple majority vote is needed to pass a motion, then one vote more than 50 percent of the body is required. For example, in a five-member body, if the vote is three in favor and two opposed, the motion passes. If it is two in favor and three opposed, the motion is defeated.

If a two-thirds majority vote is needed to pass a motion, then how many affirmative votes are required? The simple rule of thumb is to count the "no" votes and double that count to determine how many "yes" votes are needed to pass a particular motion. For example, in a seven-member body, if two members vote "no" then the "yes" vote of at least four members is required to achieve a two-thirds majority vote to pass the motion.

What about tie votes? In the event of a tie, the motion always fails since an affirmative vote is required to pass any motion. For example, in a five-member body, if the vote is two in favor and two opposed, with one member absent, the motion is defeated.

Vote counting starts to become complicated when members vote "abstain" or in the case of a written ballot, cast a blank (or unreadable) ballot. Do these votes count, and if so, how does one count them? The starting point is always to check the statutes.

In California, for example, for an action of a board of supervisors to be valid and binding, the action must be approved by a majority of the board. (California Government Code Section 25005.) Typically, this means three of the five members of the board must vote affirmatively in favor of the action. A vote of 2-1 would not be sufficient. A vote of 3-0 with two abstentions would be sufficient. In general law cities in

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California, as another example, resolutions or orders for the payment of money and all ordinances require a recorded vote of the total members of the city council. (California Government Code Section 36936.) Cities with charters may prescribe their own vote requirements. Local elected officials are always well-advised to consult with their local agency counsel on how state law may affect the vote count.

After consulting state statutes, step number two is to check the rules of the body. If the rules of the body say that you count votes of "those present" then you treat abstentions one way. However, if the rules of the body say that you count the votes of those "present and voting," then you treat abstentions a different way. And if the rules of the body are silent on the subject, then the general rule of thumb (and default rule) is that you count all votes that are "present and voting."

Accordingly, under the "present and voting" system, you would **NOT** count abstention votes on the motion. Members who abstain are counted for purposes of determining quorum (they are "present"), but you treat the abstention votes on the motion as if they did not exist (they are not "voting"). On the other hand, if the rules of the body specifically say that you count votes of those "present" then you **DO** count abstention votes both in establishing the quorum and on the motion. In this event, the abstention votes act just like "no" votes.

How does this work in practice?
Here are a few examples.

Assume that a five-member city council is voting on a motion that requires a simple majority vote to pass, and assume further that the body has no specific rule on counting votes. Accordingly, the default rule kicks in and we count all votes of members that are "present and voting." If the vote on the motion is 3-2, the motion passes. If the motion is 2-2 with one abstention, the motion fails.

Assume a five-member city council voting on a motion that requires a two-thirds majority vote to pass, and further assume that the body has no specific rule on counting votes. Again, the default rule applies. If the vote is 3-2, the motion fails for lack of a two-thirds majority. If the vote is 4-1, the motion passes with a clear two-thirds majority. A vote of three "yes," one "no" and one "abstain" also results in passage of the motion. Once again, the abstention is counted only for the purpose of determining quorum, but on the actual vote on the motion, it is as if the abstention vote never existed — so an effective 3-1 vote is clearly a two-thirds majority vote.

Now, change the scenario slightly. Assume the same five-member city council voting on a motion that requires a two-thirds majority vote to pass, but now assume that the body **DOES** have a specific rule requiring a two-thirds vote of members "present." Under this specific rule, we must count the members present not only for quorum but also for the motion. In this scenario, any abstention has the same force and effect as if it were a "no" vote. Accordingly, if the votes were three "yes," one "no" and one "abstain," then the motion fails. The abstention in this case is treated like a "no" vote and effective vote of 3-2 is not enough to pass two-thirds majority muster.

Now, exactly how does a member cast an "abstention" vote? Any time a member votes "abstain" or says, "I abstain," that is an abstention. However, if a member votes "present" that is also treated as an abstention (the member is essentially saying, "Count me for purposes of a quorum, but my vote on the issue is abstain.") In fact, any manifestation of intention not to vote either "yes" or "no" on the pending motion may be treated by the chair as an abstention. If written ballots are cast, a blank or unreadable ballot is counted as an abstention as well.

Can a member vote "absent" or "count me as absent?" Interesting question. The ruling on this is up to the chair. The better approach is for the chair to count this as if the member had left his/her chair and is actually "absent." That, of course, affects the quorum. However, the chair may also treat this as a vote to abstain, particularly if the person does not actually leave the dais.

The Motion to Reconsider

There is a special and unique motion that requires a bit of explanation all by itself; the motion to reconsider. A tenet of parliamentary procedure is finality. After vigorous discussion, debate and a vote, there must be some closure to the issue. And so, after a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to consider is made and passed.

A motion to reconsider requires a majority vote to pass like other garden-variety motions, but there are two special rules that apply only to the motion to reconsider.

First, is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon. A motion to reconsider made at a later time is untimely. (The body, however, can always vote to suspend the rules and, by a two-thirds majority, allow a motion to reconsider to be made at another time.)

Second, a motion to reconsider may be made only by certain members of the body. Accordingly, a motion to reconsider may be made only by a member who voted in the majority on the original motion. If such a member has a change of heart, he or she may make the motion to reconsider (any other member of the body — including a member who voted in the minority on the original motion — may second the motion). If a member who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order. The purpose of this rule is finality. If a member of minority could make a motion to reconsider, then the item could be brought back to the body again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the body, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

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Courtesy and Decorum

The rules of order are meant to create an atmosphere where the members of the body and the members of the public can attend to business efficiently, fairly and with full participation. At the same time, it is up to the chair and the members of the body to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is always best for every speaker to be first recognized by the chair before proceeding to speak.

The chair should always ensure that debate and discussion of an agenda item focuses on the item and the policy in question, not the personalities of the members of the body. Debate on policy is healthy, debate on personalities is not. The chair has the right to cut off discussion that is too personal, is too loud, or is too crude.

Debate and discussion should be focused, but free and open. In the interest of time, the chair may, however, limit the time allotted to speakers, including members of the body.

Can a member of the body interrupt the speaker? The general rule is "no." There are, however, exceptions. A speaker may be interrupted for the following reasons:

Privilege. The proper interruption would be, "point of privilege." The chair would then ask the interrupter to "state your point." Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person's ability to hear.

Order. The proper interruption would be, "point of order." Again, the chair would ask the interrupter to "state your point." Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting. For example, if the chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

Appeal. If the chair makes a ruling that a member of the body disagrees with, that member may appeal the ruling of the chair. If the motion is seconded, and after debate, if it passes by a simple majority vote, then the ruling of the chair is deemed reversed.

Call for orders of the day. This is simply another way of saying, "return to the agenda." If a member believes that the body has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the chair discovers that the agenda has not been followed, the chair simply reminds the body to return to the agenda item properly before them. If the chair fails to do so, the chair's determination may be appealed.

Withdraw a motion. During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other member may make the motion if properly recognized.

Special Notes About Public Input

The rules outlined above will help make meetings very public-friendly. But in addition, and particularly for the chair, it is wise to remember three special rules that apply to each agenda item:

Rule One: Tell the public what the body will be doing.

Rule Two: Keep the public informed while the body is doing it.

Rule Three: When the body has acted, tell the public what the body did.

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