

## Art. XI. Miscellaneous.

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**63. A Session** of an assembly is a meeting which, though it may last for days, is virtually *one meeting*, as a session of a convention; or even months, as a session of Congress; it terminates by an "adjournment sine die (without day)." The intermediate adjournments from day to day, or the recesses taken during the day, do not destroy the continuity of the meetings, which in reality constitute one session. Any meeting which is not an adjournment of another meeting commences a new session. In the case of a permanent society, whose by-laws provide for regular meetings every week, month, or year, for example, each meeting constitutes a separate session of the society, which session, however, can be prolonged by adjourning to another day.

In this Manual the term *Meeting* is used to denote an assembling of the members of a deliberative assembly for any length of time, during which there is no separation of the members except for a recess of a few minutes, as the morning meetings, the afternoon meetings, and the evening meetings, of a convention whose session lasts for days. A "meeting" of an assembly is terminated by a temporary adjournment or a recess for a meal, etc.; a "session" of an assembly ends with an adjournment without day, and may consist of many meetings. So an adjournment to meet again at some other time, even the same day, unless it was for only a few minutes, terminates the meeting, but not the session, which latter includes all the adjourned meetings. The next meeting, in this case, would be an "adjourned meeting" of the same session.

In ordinary practice a meeting is closed by moving simply "to adjourn;" the society meets again at the time provided either by the rules or by a resolution of the society. If it does not meet till the time for the next regular meeting as provided in the by-laws, then the adjournment closes the session, and was in effect an adjournment without day. If, however, it had previously fixed the time for the next meeting, either by a direct vote or by adopting a program of exercise covering several meetings, or even days, in either case the adjournment is in effect to a certain time, and while closing the meeting does not close the session.

In such common expressions as quarterly meeting and annual meeting the word meeting is used in the sense of the parliamentary *session*, and covers all the adjourned meetings. Thus, business that legally must be done at the annual meeting may be done at any time during the session beginning at the time specified for the annual meeting, though the session, by repeated adjournments, may last for days. The business may be postponed to the next regular meeting, if desired.

Under Renewal of Motions [38] is explained what motions can be repeated during the same session, and also the circumstances under which certain motions cannot be renewed until after the close of the next succeeding session.

A rule or resolution of a permanent nature may be adopted by a majority vote at any session of a society, and it will continue in force until it is rescinded. But such a standing rule does not materially interfere with the rights of a future session, as by a majority vote it may be suspended so far as it affects that session; and, it may be rescinded by a majority vote, if notice of the proposed action was given at a previous meeting, or in the notice of the meeting; or, without any notice, it may be rescinded by a majority of the entire membership, or by a two-thirds vote. If it is desired to give greater stability to a rule it is necessary to place it in the constitution by-laws, or rules of order, all of which are so guarded by requiring notice of amendments, and at least a two-thirds vote for their adoption, that they are not subject to sudden changes, and may be considered as expressing the

deliberate views of the whole society, rather than the opinions or wishes of any particular meeting.

In case of the illness of the presiding officer the assembly cannot elect a chairman pro tem. to hold office beyond the session, unless notice of the election was given at the previous meeting or in the call for this meeting. So it is improper for an assembly to postpone anything to a day beyond the next succeeding session, and thus attempt to prevent the next session from considering the question. On the other hand, it is not permitted to move the reconsideration of a vote taken at a previous session, though the motion to reconsider can be called up, provided it was made during the previous session in a society having meetings as often as quarterly. Committees can be appointed to report at a future session.

**NOTE ON SESSION.** -- In Congress, and in fact all legislative bodies, the limits of the sessions are clearly defined; but in ordinary societies having a permanent existence, with regular meetings more or less frequent, there appears to be some confusion upon the subject. Any society is competent to decide what shall constitute one of its sessions, but, where there is no rule on the subject, the common parliamentary law would make each of its regular or special meetings a separate session, as they are regarded in this Manual.

The disadvantages of a rule making a session include all the meetings of an ordinary society, held during a long time, as one year, are very great. If an objection to the consideration of a question as been sustained, or if a question has been adopted, or rejected, or postponed indefinitely, the question cannot again be brought before the assembly for its consideration during the same session. If a session lasted for a long period, a temporary majority could forestall the permanent majority, and introduce and act on a number of questions favored by the majority, and thus prevent the society from dealing with those subjects for the long period of the session. If members of any society take advantage of the freedom allowed by considering each regular meeting a separate session, and repeatedly renew obnoxious or unprofitable motions, the society can adopt a rule prohibiting the second introduction of any main question within, say, three months after its rejection, or indefinite postponement, or after the society has refused to consider it. But generally it is better to suppress the motion by refusing to consider it [23].

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**64. A Quorum** of an assembly is such a number as must be present in order that business can be legally transacted. The quorum refers to the number present, not to the number voting. The quorum of a mass meeting is the number present at the time, as they constitute the membership at that time. The quorum of a body of delegates, unless the by-laws provide for a smaller quorum, is a majority of the number enrolled as attending the convention, not those appointed. The quorum of any other deliberative assembly with an enrolled membership (unless the by-laws provide for a smaller quorum) is a majority of all the members. In the case, however, of a society, like many religious ones, where there are no annual dues, and where membership is for life (unless it is transferred or the names are struck from the roll by a vote of the society) the register of members is not reliable as a list of the bona fide members of the society, and in many such societies it would be impossible to have present at a business meeting a majority of those enrolled as members. Where such societies have no by-law establishing a quorum, the quorum consists of those who attend the meeting, provided it is either a stated meeting or one that has been properly called.

In all ordinary societies the by-laws should provide for a quorum as large as can be depended upon for being present at all meetings when the weather is not exceptionally bad. In such an assembly the chairman should not take the chair until a quorum is present, or there is no prospect of there being a quorum. The only business that can be transacted in the absence of a quorum is to take measures to obtain a quorum, to fix the time to which to adjourn, and to adjourn, or to take a recess. Unanimous consent cannot be given when a quorum is not present, and a notice given then is not valid. In the case of an annual meeting, where certain business for the year, as the election of officers, must be attended to during the session, the meeting should fix a time for an adjourned meeting and then adjourn.

In an assembly that has the power to compel the attendance of its members, if a quorum is not present at the

appointed hour, the chairman should wait a few minutes before taking the chair. In the absence of a quorum such an assembly may order a call of the house [41] and thus compel attendance of absentees, or it may adjourn, providing for an adjourned meeting if it pleases.

In committee of the whole the quorum is the same as in the assembly; if it finds itself without a quorum it can do nothing but rise and report to the assembly, which then adjourns. In any other committee the majority is a quorum, unless the assembly order otherwise, and it must wait for a quorum before proceeding to business. Boards of trustees, managers, directors, etc., are on the same footing as committees as regards a quorum. Their power is delegated to them as a body, and their quorum, or what number shall be present, in order that they may act as a board or committee, cannot be determined by them, unless so provided in the by-laws.

While no question can be decided in the absence of a quorum excepting those mentioned above, a member cannot be interrupted while speaking in order to make the point of no quorum. The debate may continue in the absence of a quorum until some one raises the point while no one is speaking.

While a quorum is competent to transact any business, it is usually not expedient to transact important business unless there is a fair attendance at the meeting, or else previous notice of such action has been given.

Care should be taken in amending the rule providing for a quorum. If the rule is struck out first, then the quorum instantly becomes a majority of all the members, so that in many societies it would be nearly impracticable to secure a quorum to adopt a new rule. The proper way is to amend by striking out certain words (or the whole rule) and inserting certain other words (or the new rule), which is made and voted on as one question.

**NOTE ON QUORUM.** -- After all the members of an organization have had reasonable notice of a meeting, and ample opportunity for discussion, if a majority of the total membership of the organization come to a certain decision, that must be accepted as the action or opinion of that body. But, with the exception of a body of delegates, it is seldom that a vote as great as a majority of the total membership of a large voluntary organization can be obtained for anything, and consequently there has been established a common parliamentary law principle, that if a bare majority of the membership is present at a meeting properly called or provided for, a majority vote (which means a majority of those who vote) shall be sufficient to make the act the act of the body, unless it suspends a rule or a right of a member (as the right to introduce questions and the right of free discussion before being required to vote on finally disposing of a question) and that a two-thirds vote shall have the power to suspend these rules and rights. This gives the right to act for the society to about one-fourth of its members in ordinary cases, and to about one-third of its members in case of suspending the rules and certain rights. But it has been found impracticable to accomplish the work of most voluntary societies if no business can be transacted unless a majority of the members is present. In large organizations, meeting weekly or monthly for one or two hours, it is the exception when a majority of the members is present at a meeting, and therefore it has been found necessary to require the presence of only a small percentage of the members to enable the assembly to act for the organization, or, in other words, to establish a small quorum. In legislative bodies in this country, which are composed of members paid for their services, it is determined by the constitutions to be a majority of their members. Congress in 1861 decided this to be a majority of the members chosen. In the English House of Commons it is 40 out of nearly 700, being about 6% of the members, while in the House of Lords the quorum is 3, or about one-half of 1% of the members. Where the quorum is so small it has been found necessary to require notice of all bills, amendments, etc., to be given in advance; and even in Congress, With its large quorum, one day's notice has to be given of any motion to rescind or change any rule or standing order. This principle is a sound one, particularly with societies meeting monthly or weekly for one or two hours, and with small quorums, where frequently the assembly is no adequate representation of the society. The difficulty in such cases may be met in societies adopting this Manual by the proper use of the motion to reconsider and have entered on the minutes as explained in [36:13](#).

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**65. Order of Business.** It is customary for every society having a permanent existence to adopt an order of business for its meetings. When no rule has been adopted, the following is the order:

- (1) Reading the Minutes of the previous meeting [and their approval].
- (2) Reports of Boards and Standing Committees.
- (3) Reports of Special (Select) Committees.
- (4) Special Orders.
- (5) Unfinished Business and General Orders
- (6) New Business.

The minutes are read only once a day at the beginning of the day's business. The second item includes the reports of all Boards of Managers, Trustees, etc., as well as reports of such officers as are required to make them. The fifth item includes, first, the business pending and undisposed of at the previous adjournment; and then the general orders that were on the calendar for the previous meeting and were not disposed of; and finally, matters postponed to this meeting that have not been disposed of.

The secretary should always have at every meeting a memorandum of the order of business for the use of the presiding officer, showing everything that is to come before the meeting. The chairman, as soon as one thing is disposed of, should announce the next business in order. When reports are in order he should call for the different reports in their order, and when unfinished business is in order he should announce the different questions in their proper order, as stated above, and thus always keep the control of the business.

If it is desired to transact business out of its order, it is necessary to suspend the rules [22], which can be done by a two-thirds vote. But, as each resolution or report comes up, a majority can at once lay it on the table, and thus reach any question which it desires first to dispose of. It is improper to lay on the table or to postpone a class of questions like reports of committees, or in fact anything but the question before the assembly.

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**66. Nominations and Elections.** Before proceeding to an election to fill an office it is customary to nominate one or more candidates. This nomination is not necessary when the election is by ballot or roll call, as each member may vote for any eligible person whether nominated or not. When the vote is viva voce or by rising, the nomination is like a motion to fill a blank, the different names being repeated by the chair as they are made, and then the vote is taken on each in the order in which they were nominated, until one is elected. The nomination need not be seconded. Sometimes a nominating ballot is taken in order to ascertain the preferences of the members. But in the election of the officers of a society it is more usual to have the nominations made by a committee. When the committee makes its report, which consists of a ticket, the chair asks if there are any other nominations, when they may be made from the floor. The committee's nominations are treated just as if made by members from the floor, no vote being taken on accepting them. When the nominations are completed the assembly proceeds to the election, the voting being by any of the methods mentioned under Voting, [46], unless the by-laws prescribe a method. The usual method in permanent societies is by ballot, the balloting being continued until the offices are all filled. An election takes effect immediately if the candidate is present and does not decline, or if he is absent and has consented to his candidacy. If he is absent and has not consented to his candidacy, it takes effect when he is notified of his election, provided he does not decline immediately. After the election has taken effect and the officer or member has learned the fact, it is too late to reconsider the vote on the election. An officer-elect takes possession of his office immediately, unless the rules specify the time. In most societies it is necessary that this time be clearly designated.

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**67. Constitutions, By-laws, Rules of Order, and Standing Rules.** The rules of a society, in a majority of cases, may be conveniently divided into these four classes, though in some societies all the rules are found under one of these heads, being called either the constitution, or the by-laws, or the standing rules.

Such provisions in regard to the constitution, etc., as are of a temporary nature should not be placed in the constitution, etc., but should be included in the motion to adopt, thus: "I move the adoption of the constitution reported by the committee and that the four directors receiving the most votes shall serve for three years, the four receiving the next largest numbers shall serve for two years, and the next four for one year, and that where there is a tie the classification shall be by lot;" or, "I move the adoption, etc..... and that Article III, shall not go into effect until after the close of this annual meeting." Or, if the motion to adopt has been made, it may be amended so as to accomplish the desired object.

*Constitutions.* An incorporated society frequently has no constitution, the charter taking its place, and many others prefer to combine under one head the rules that are more commonly placed under the separate heads of constitution and by-laws. There is no objection to this unless the by-laws are elaborate, when it is better to separate the most important rules and place them in the constitution. The constitution should contain only the following:

- (1) Name and object of the society.
- (2) Qualification of members.
- (3) Officers and their election.
- (4) Meetings of the society (including only what is essential, leaving details to the by-laws).
- (5) How to amend the constitution.

These can be arranged in five articles, or, the first one may be divided into two, in which case there would be six articles. Usually some of the articles should be divided into sections. Nothing should be placed in the constitution that may be suspended, except in the case of requiring elections of officers to be by ballot, in which case the requirement may be qualified so as to allow the ballot to be dispensed with by a unanimous vote when there is but one candidate for the office. The officers and board of managers or directors of an organization that meets only annually in convention, and the chairmen of such committees as it has authorized and has required to report to the convention, should be, if present at the convention, ex-officio members thereof, and provision for this should be made in the constitution. The constitution should require previous notice of an amendment and also a two-thirds or three-fourths vote for its adoption. Where the meetings are frequent, an amendment should not be allowed to be made except at a quarterly or annual meeting, after having been proposed at the previous quarterly meeting. [See Amendments to Constitutions, etc., [68](#).]

*By-laws* should include all the rules that are of such importance that they cannot be changed in any way without previous notice, except those placed in the constitution and the rules of order. Few societies adopt any special rules of order of their own under that name, contenting themselves with putting a few such rules in their by-laws and then adopting some standard work on parliamentary law as their authority. When a society is incorporated the charter may take the place of the constitution, and in such a case the by-laws would contain all the rules of the society, except those in the charter that cannot be changed without previous notice. The by-laws should always provide for their amendment as shown in [68](#), and also for a quorum, [64](#). If it is desired to permit the suspension of any by-law it should be specifically provided for. By-laws, except those relating to business procedure, cannot be suspended, unless they expressly provide for their suspension. By-laws in the nature of rules of order may be suspended by a two-thirds vote, as stated in [22](#).

The duties of the presiding and recording officers of a deliberative assembly are defined in [58](#) and [59](#). But in many societies other duties are required of the president and the secretary, and these, together with the duties of the other officers, if any, should be defined in the by-laws. If a society wishes to provide for honorary officers or members, it is well to do so in the by-laws. Unless the by-laws state the contrary, these positions are simply complimentary, carrying with them the right to attend the meetings and to speak, but not to make motions or to vote. Honorary presidents and vice presidents should sit on the platform, but they do not, by virtue of their honorary office, preside. An honorary office is not strictly an office, and in no way conflicts with a member's holding a real office, or being assigned any duty whatever, the same as if he did not hold the honorary office. Like a college honorary degree, it is perpetual, unless rescinded. So it is proper, where desired, to include in the

published list of honorary officers the names of all upon whom the honor has been conferred, even though deceased.

*Rules of Order* should contain only the rules relating to the orderly transaction of business in the meetings and to the duties of the officers. There is no reason why most of these rules should not be the same for all ordinary societies, and there is a great advantage in uniformity of procedure, so far as possible, in all societies all over the country. Societies should, therefore, adopt some generally accepted rules of order, or parliamentary manual, as their authority, and then adopt only such special rules of order as are needed to supplement their parliamentary authority. Every society, in its by-laws or rules of order, should adopt a rule like this: "The rules contained in [specifying the work on parliamentary practice] shall govern the society in all cases to which they are applicable, and in which they are not inconsistent with the by-laws or the special rules of order of this society." Without such a rule, any one so disposed can cause great trouble in a meeting.

*Standing Rules* should contain only such rules as may be adopted without previous notice by a majority vote at any business meeting. The vote on their adoption, or their amendment, before or after adoption, may be reconsidered. At any meeting they may be suspended by a majority vote, or they may be amended or rescinded by a two-thirds vote. If notice of the proposed action was given at a previous meeting or in the call for this meeting, they may be amended or rescinded by a majority vote. As a majority may suspend any of them for that meeting, these rules do not interfere with the freedom of any meeting and therefore require no notice in order to adopt them. Generally they are not adopted at the organization of a society, but from time to time as they are needed. Sometimes the by-laws of a society are called standing rules, but it is better to follow the usual classification of rules as given in this section. The following is an example of a standing rule:

Resolved, That the meetings of this society from April 1 to September 30 shall begin at 7:30 P.M., and during the rest of the year at 8 P.M.

No standing rule, or resolution, or motion is in order that conflicts with the constitution, or by-laws, or rules of order, or standing rules.

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**68. Amendments of Constitutions, By-laws, and Rules of Order.** Constitutions, by-laws, and rules of order, that have been adopted and contain no rule for their amendment, may be amended at any regular business meeting by a vote of the majority of the entire membership; or, if the amendment was submitted in writing at the previous regular business meeting, then they may be amended by a two-thirds vote of those voting, a quorum being present. But each society should adopt rules for the amendment of its constitution, by-laws, and rules of order, adapted to its own case, but always requiring previous notice and a two-thirds vote. Where assemblies meet regularly only once a year, the constitution, etc., should provide for copies of the amendment to be sent with the notices to the members or the constituency, instead of requiring amendments to be submitted at the previous annual meeting. The requirements should vary to suit the needs of each assembly, always providing for ample notice to the members or the constituency. In societies having very frequent meetings, and also monthly or quarterly meetings more especially devoted to business, it is well to allow amendments to the by-laws, etc., to be adopted only at the quarterly or annual meetings. In specifying when the amendment must be submitted, "the previous regular meeting" should be used instead of "a previous regular meeting," as in the latter case action on the amendment might be delayed indefinitely to suit the mover, and the object of giving notice be defeated. In prescribing the vote necessary for the adoption of an amendment, the expression "a vote of two-thirds of the members should never be used in ordinary societies, especially in large organizations with quorums smaller than a majority of the membership, as in such societies it is seldom that two-thirds of the members -- that is, two-thirds of the entire membership -- is ever present at a meeting. If it is desired to require a larger vote than two-thirds (that is, two-thirds of the votes cast, a quorum being present), the expression "a vote of two-thirds of the members present," should be used. Instead of submitting the amendment in writing, sometimes only notice, or written notice, of an amendment is required. Unless the notice is required to be in writing it may be given orally. In any case, only the purport of the amendment is necessary, unless the rule

requires that the amendment itself shall be submitted.

If a committee is appointed to revise the by-laws and report at a certain meeting, this would be all the notice required, and the amendments could be immediately acted upon, if the by-laws required only previous notice of an amendment. But if they required the amendment, or "notice of such amendment," to be submitted at the previous regular meeting, the revision could not be taken up until the next regular meeting after the committee had submitted its report. The committee may submit a substitute for the by-laws unless it is limited as to its report, as a substitute is an amendment. Great care should be exercised in amending constitutions, etc., to comply with every rule in regard to their amendment.

An amendment to the constitution, or anything else that has already been adopted, goes into effect immediately upon its adoption, unless the motion to adopt specifies a time for its going into effect, or the assembly has previously adopted a motion to that effect. While the amendment is pending, a motion may be made to amend by adding a proviso similar to this, "Provided, that this does not go into effect until after the close of this annual meeting." Or, while the amendment is pending, an incidental motion may be adopted that in case the amendment is adopted it shall not take effect until a specified time. This requires only a majority vote.

*Amending a proposed amendment to the constitution, etc.*, may be accomplished by a majority vote, without notice, subject to certain restrictions. The assembly is not limited to adopting or rejecting the amendment just as it is proposed, but no amendment is in order that increases the modification of the rule to be amended, as otherwise advantage could be taken of this by submitting a very slight change that would not attract attention and then moving the serious modification as an amendment to the amendment.

Thus, if the by-laws placed the annual dues of members at \$2.00, and an amendment is pending to strike out 2 and insert 5, an amendment would be in order to change the 5 to any number between 2 and 5; but an amendment would not be in order that changed the 5 to any number greater than 5 or less than 2. Had notice been given that it was proposed to increase the dues to more than 5 dollars, or to reduce them below 2 dollars, members might have been present to oppose the change, who did not attend because they were not opposed to an increase as high as 5 dollars. The same principle applies to an amendment in the nature of a substitute, the proposed substitute being open to amendments that diminish the changes, but not to amendments that increase those that are proposed, or introduce new changes. Thus, if an amendment is pending, substituting a new rule for one that prescribes the initiation fee and annual dues, and the substitute does not change the annual dues, then a motion to amend it so as to change the annual dues would be out of order. The notice must be sufficiently definite to give fair warning to all parties interested as to the exact points that are to be modified. The proposed amendment is a main motion, and that is the only question before the assembly. It is subject to amendments of the first and second degree, like other main motions, and no amendment that is not germane to it is in order.

A society can amend its constitution and by-laws so as to affect the emoluments and duties of officers already elected, or even to do away with the office altogether. If it is desired that the amendment should not affect officers already elected, a motion to that effect should be adopted before voting on the amendment; or the motion to amend could have added to it the proviso that it should not affect officers already elected. There is something in the nature of a contract between a society and its officers which either one can modify to some extent, or even terminate, but it must be done with reasonable consideration for the other party. A secretary, for instance, has no right to refuse to perform his duties on the ground that he has handed in his resignation. On the other hand, the society cannot compel him to continue in office beyond a reasonable time to allow for choosing his successor.

Care should be exercised in wording the sections providing for amending the constitution, etc, to avoid such tautology as "amend, or add to, or repeal," or "alter or amend," or "amend or in any way change." The one word amend covers any change whatever in the constitution, etc., whether it is a word or a paragraph that is added or struck out, or replaced by another word or paragraph, or whether a new constitution, etc., is substituted for the old one.

