

KINGSBURG HEALTHCARE DISTRICT

BYLAWS

REVISED AND AMENDED:

February 13, 2024

ATTEST:

Kenneth Crabb, Board Secretary

Date

TABLE OF CONTENTS

ARTICLE I. PREAMBLE, PURPOSES AND SCOPE OF BYLAWS.....	1
Section 1.01 - Preamble.	1
Section 1.02 - Scope of Bylaws.	1
Section 1.03 - Purposes.	1
Section 1.04 - Profit or Gain.....	2
Section 1.05 - Disposition of Surplus.	2
ARTICLE II. PRINCIPAL OFFICE OF THE DISTRICT	3
Section 2.01 - Principal Business Office.....	3
ARTICLE III. CORPORATE OFFICERS.....	4
Section 3.01 - Corporate Staff Officers; Appointment And Duties.....	4
Section 3.02 - Multiple Offices By Same Person	4
Section 3.03 - Appointment of Corporate Staff Officers.....	4
Section 3.04 - Removal of Corporate Staff Officers	4
Section 3.05 - Resignation of Corporate Staff Officers	5
Section 3.06 - Vacancies in Corporate Staff Office.....	5
Section 3.07 - Chief Executive Officer.....	5
Section 3.08 - Assistant Chief Executive Officer	5
Section 3.09 - Chief Financial Officer	6
Section 3.10 - Corporate Staff Secretary	6
Section 3.11 - Record of Formation Documentation and Bylaws.....	8
Section 3.12 - Record of Current Board Members	8
Section 3.13 - Notice of Meetings And Other Duties	8
ARTICLE IV. BOARD OFFICERS	10
Section 4.01 - Election of Board Officers	10
Section 4.02 - Appointment of Chairperson of Board	10
Section 4.03 - Chairperson of the Board.....	10
Section 4.04 - Vice-Chairperson of The Board.....	10
Section 4.05 - Board Treasurer	10
Section 4.06 - Board Secretary.....	11
Section 4.07 - Resignation of Board Officers.....	11
Section 4.08 - Vacancies in Office.....	12
ARTICLE V. MEETINGS OF BOARD OF DIRECTORS	13

Section 5.01 - Powers. 13

Section 5.02 - Number and Qualifications of Directors..... 13

Section 5.03 - Election and Term of Office. 13

Section 5.04 - Vacancies..... 13

Section 5.05 - Place of Meeting. 13

Section 5.06 - Organization Meetings..... 13

Section 5.07 - Other Regular Meetings. 13

Section 5.08 - Special Meetings. 14

Section 5.09 - Quorum. 14

Section 5.10 - Adjournment. 14

Section 5.11 - Fees and Compensation. 15

Section 5.12 - Attendance of Directors at Meetings. 15

Section 5.13 - Board Member Education..... 15

Section 5.14 - Orientation for Board Members..... 16

Section 5.15 - Agenda at Meetings..... 16

Section 5.16 - Amendment of Meeting Agendas..... 16

Section 5.17 - Adoption of Modified Version of Rosenberg’s Rules of Order. 16

ARTICLE VI. AMENDMENTS 17

Section 6.01 - Amendment of Bylaws. 17

Section 6.02 - Review of Bylaws..... 17

ARTICLE VII. RULES OF DECORUM..... 18

Section 7.01 - Policy. 18

Section 7.02 - Presiding Officer. 18

Section 7.03 - Board Officers. 18

Section 7.04 - Addressing the Board. 19

Section 7.05 - Meeting Disruptions..... 20

APPENDIX 1 - Rosenberg’ s Rules of Order 22

ARTICLE I. PREAMBLE, PURPOSES AND SCOPE OF BYLAWS

Section 1.01 – Preamble.

The Kingsburg Healthcare District (“**District**”) is organized under the provisions of the Local Health Care District Law (California Health and Safety Code §§ 32000 et seq.) to promote the public health and general welfare. This organization shall be fully empowered to receive and administer funds for the attainment of these objectives, all in accordance with the purposes and powers set forth in the Local Health Care District Law.

Section 1.02 – Scope of Bylaws.

These Bylaws, and any amendments thereto, shall be known as the “District Bylaws” and shall govern the Kingsburg Healthcare District Board of Directors (“**Board**”) and its decisions regarding each and all of its affiliated and subordinate committees, organizations and entities. Accordingly, these Bylaws now supersede and fully replace all prior bylaws enacted by the Board which are now repealed.

The Board of Directors may delegate certain authority to committees and other affiliated and subordinate organizations and entities. In so doing, the Board shall retain overriding authority over the delegated subject-matter. Such delegated powers are to be exercised in accordance with the respective bylaws of such groups and consistent and not in conflict with Board-adopted bylaws, policies, regulations, rules and orders. All powers, authority and functions not expressly delegated by the Board are and remain vested in the Board of Directors of this District.

The bylaws of other affiliated and subordinate organizations and groups, and any amendments thereto, shall not be effective until the Board of Directors of the Kingsburg Healthcare District approves same. In the event of any conflict between the bylaws of any committee or other affiliated or subordinate organization or group, the provisions of Board-adopted bylaws, policies, regulations, rules and orders shall prevail. In the event any provision of these District Bylaws is in conflict with any statute of the State of California governing local health care districts, such statute shall prevail.

Section 1.03 – Purposes.

The purposes of the Kingsburg Healthcare District shall be, but are not necessarily limited to, the following:

(a) Within the limits of community resources, to provide and/or fund the best facilities possible for the acute and continued care of the injured and ill, regardless of race, creed, national origin or any other classification protected by applicable laws.

(b) To coordinate health care services of the District, community agencies and/or other health care providers and organizations providing specialized care in order to promote the best health care possible to the residents of the District.

(c) To conduct and/or fund health related educational and research activities essential to the attainment of its purpose.

(d) To do any and all other acts and things necessary or convenient to carry out the provisions of the Local Health Care District Law, the purposes of Kingsburg Healthcare District and manage the District's assets to minimize risk of losses and/or maximize the preservation of public funds.

(e) In order to provide and/or fund the best facilities possible and to promote and maintain the best possible health care for the residents of the District, the Board of Directors is duly authorized to enter into any of various business relationships with independent contributors including, but not limited to, partnerships, tenancies, joint ventures, corporations and trusts.

Section 1.04 – Profit or Gain.

There shall be no contemplation of profit or pecuniary gain, and no distribution of profits or any distribution of assets or surpluses, to any individual upon the dissolution of this District.

Section 1.05 – Disposition of Surplus.

Should the operation of the District result in a surplus of revenues over expenses during any particular period, such surplus may be used and dealt with by the Board for charitable purposes, for acquisition of, construction of or improvements to District facilities, or for other purposes not inconsistent with the Local Health Care District Law.

ARTICLE II. PRINCIPAL OFFICE OF THE DISTRICT

Section 2.01 – Principal Business Office.

The principal office of this District shall be located at 1425 Marion Street, Kingsburg, Fresno County, California. The Board of Directors may from time to time by resolution change the principal business office of this District from place to place within the boundaries of the District.

ARTICLE III. CORPORATE OFFICERS

Section 3.01 – Corporate Staff Officers; Appointment And Duties

(a) The primary officers of this District shall be a chief executive officer, a secretary, and a chief financial officer. The District, at the Board's discretion, may also have one or more assistant chief executive officers, one or more assistant secretaries, one or more assistant treasurers and such other officers as may be appointed under these bylaws or other District policy or Board action, in order to assist the primary officers. Whenever such corporate offices are vacant, the corresponding Board officers shall have the authority to, and may, carry out their functions.

(b) Concerning the District's corporate officers, agents and employees, the Board of Directors reserves the power to at any time to duly: appoint and remove, at the pleasure of the Board, any or all of the District's corporate officers, agents and employees; prescribe powers and duties for them as are consistent with the law, the legislation under which the District is formed and these bylaws; fix their compensation, if any; and require from them security for faithful service.

Section 3.02 – Multiple Offices By Same Person

Any number of corporate offices may be held by the same person unless prohibited by law or an incompatibility of offices. This prohibition shall not apply to brief simultaneous holding of more than one office on an interim basis when one or more vacancies exist.

Section 3.03 – Appointment of Corporate Staff Officers

The Board shall exercise the authority to appoint the chief executive officer and may exercise its authority to appoint any corporate staff officer(s) who are subordinate to the chief executive officer. Each appointed corporate staff officer shall serve at the pleasure of the Board, have the title and authority, hold office and perform the duties specified in the bylaws or established by the Board for such position.

Section 3.04 – Removal of Corporate Staff Officers

Without prejudice to the rights of any corporate officer under an employment contract, the Board may remove any corporate staff officer with or without cause. A

corporate officer who was not directly selected by the Board may be removed by the Board or by any other officer on whom the Board confers the power of removal.

Section 3.05 – Resignation of Corporate Staff Officers

Provided no disciplinary charges are pending or under investigation, a corporate staff officer may resign at any time by giving written notice to the chief executive officer or, if the resigning officer is the chief executive officer, to the corporate secretary who shall promptly notify the Board Chair. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Whenever disciplinary charges are pending or under investigation, a resignation shall not become effective until the Board formally approves the acceptance of the resignation, which may be retroactive.

Section 3.06 – Vacancies in Corporate Staff Office

A vacancy in any corporate staff office because of death, resignation, termination, removal, disqualification or any other cause must be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 3.07 – Chief Executive Officer

Subject to the control of the Board, the chief executive officer shall be the general manager of the District and must supervise, direct and control the District's activities, affairs, corporate officers, employees and agents. The chief executive officer shall have such other powers and duties as the Board or the bylaws may prescribe.

Section 3.08 – Assistant Chief Executive Officer

If the chief executive officer is absent or disabled, on an interim basis the assistant chief executive officer or other subordinate corporate officers, if any, and in order of their rank as fixed by the Board, or, if not ranked, an officer designated by the Board, must perform all duties of the chief executive officer which require immediate attention. When so acting, an assistant chief executive or other designated officer shall have all powers of and be subject to all restrictions upon the chief executive officer. The assistant chief executive officer shall have such other powers and perform such other duties as the Board or the bylaws may require.

Section 3.09 – Chief Financial Officer

The chief financial officer shall be the treasurer of the District. The treasurer must keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the District, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included within financial statements.

The treasurer must deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the District with such depositories as may be designated by the Board of Directors. The treasurer must disburse or cause to be disbursed the funds of the District as may be ordered by the Board of Directors, and must render to the Board chairperson, any member of the Board of Directors and the chief executive officer, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the District. If required by the Board of Directors, the treasurer must give the District a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the treasurer's office and for restoration to the District of all its books, papers, vouchers, money and other property of every kind in the treasurer's possession or under the treasurer's control upon the treasurer's death, resignation, retirement or removal from office. The District must pay the cost of such bond.

Section 3.10 – Corporate Staff Secretary

(a) Custodian of Corporate Records: The corporate secretary, or her or his designee, shall be custodian of all records and documents of the District which are required to be kept at the principal office of the District and must assist the Board secretary at all the meetings of the Board of Directors. The corporate secretary shall serve, ex officio, as the deputy Board secretary. The corporate secretary must keep or cause to be kept, at the District's principal office or such other place as the Board may direct, a book of minutes of all Board meetings, board resolutions, board policies, proceedings and actions of the Board of Directors, of committees of the Board of Directors. The minutes of meetings must include the time and place where the meeting was held; whether the meeting was annual, regular or special and, if

special, how authorized; the notice given; and the names of persons present at board and committee meetings.

(b) Agreements and Related Insurance: The corporate secretary shall be responsible for acquiring and safely maintaining, at the District's principal office, copies of all District agreements and related documentation including, without limitation, insurance policies and certificates of insurance. Upon receipt of any certificate of insurance, it shall be the responsibility of the corporate secretary to ensure that it is timely reviewed for sufficiency by a qualified person on behalf of the District. If the District has no corporate officers and employees, the Board Chair shall either assign a qualified consultant or another Board member to obtain and review certificates of insurance; and, in the absence of such an assignment from the Board Chair, the Board secretary shall be responsible for ensuring a timely review for sufficiency of certificates of insurance by a qualified person on behalf of the District, and may enlist the assistance of existing District consultants in so doing.

(c) Patient Records: The corporate secretary shall cause to be safely and securely maintained, in accordance with all federal, State and local laws and regulations, all patient records which are required to be maintained under federal, State or local laws and regulations, including District policy. Such records must be maintained at the District's principal office or at a secure offsite facility which is experienced in safely, securely and confidentially maintaining patient records in accordance with applicable federal, State and local requirements.

(d) Records Requests: The corporate secretary shall have the primary responsibility to ensure that patient records requests and public records requests received by the District are timely processed and otherwise responded to. In the event of a vacancy in the office of the corporate secretary, chief executive officer or designee shall assume the corporate secretary's responsibilities hereunder on an interim basis. If the District has no other corporate officers and employees, the Board Chair shall either assign a qualified consultant or another Board member to respond to and comply with public records requests; and, in the absence of such an assignment from the Board Chair, the Board secretary shall be responsible for timely

responding to and complying with public records requests, and may enlist the assistance of existing District consultants in so doing.

(e) All records required to be maintained under this Section are the property of the District and must not be removed from the District's principal office or other Board-approved offsite storage facility except under authority of a subpoena, court order or as may otherwise be required by federal or State law, a Board-approved policy or a Board decision reflected in a written resolution or Board minutes. Unauthorized removal of any District record from the District's principal office or other Board-approved offsite storage facility is grounds for suspension or removal of the custodial authority of the actual or acting custodian of records for a period to be determined by the Board.

(f) The corporate secretary is only under the direct supervision and control of the District's chief executive officer (or assistant chief executive officer), whether acting in such capacity on an interim basis or in a full-time capacity. No single member of, nor a collective majority of, the District's governing Board of Directors shall have any direct supervision or control over the corporate secretary. A collective majority of the District's governing Board of Directors shall have authority to assign tasks to the corporate secretary which shall be carried out only under the direct supervision or control of the chief executive officer.

Section 3.11 – Record of Formation Documentation and Bylaws

The corporate secretary must keep or cause to be kept, at the principal California office or at a place determined by resolution of the Board, a copy of the District's formation documentation and bylaws, as amended to date.

Section 3.12 – Record of Current Board Members

The corporate secretary must keep or cause to be kept, at the District's principal office or at a place determined by resolution of the Board, a current record of the District's Board members, showing each Board member's name, address, Board office held, if any, and approximate term.

Section 3.13 – Notice of Meetings And Other Duties

The corporate secretary must give, or cause to be given, all official notice(s) of all meetings of the Board and of committees of the Board which are required by applicable laws

and District requirements. This includes the timely posting of the Board agenda and timely distribution of Board agenda packets to each Board member. The corporate secretary shall have such other powers and perform such other duties as the Board or the bylaws may require.

ARTICLE IV. BOARD OFFICERS

Section 4.01 – Election of Board Officers

The officers of the Board of Directors, except any appointed by these bylaws, must be chosen by the Board at a Board meeting held after each general election which results in one or more Board director(s) commencing a new full 4-year term of office, or at such subsequent time when a vacancy arises, and shall serve at the pleasure of the Board, subject to the governing laws.

Section 4.02 – Appointment of Chairperson of Board

After each general election which results in one or more Board director(s) commencing a new full 4-year term of office, the Board must elect a chairperson of the Board of Directors to serve for a two-year term.

Section 4.03 – Chairperson of the Board

The chairperson of the Board of Directors must preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no chief executive officer or assistant chief executive officer, the chairperson of the Board shall serve in the capacity of the chief executive officer with all of the powers, duties and limitations imposed upon the chief executive officer of the District, on an interim basis, until such time as a chief executive officer is retained. No other Board officer or individual member of the Board of Directors shall have supervisory authority or direct control over District employees.

Section 4.04 – Vice-Chairperson of The Board

In the absence or disability of the Chair, the Vice-Chair, or the other Vice Chairpersons, if any, in order of their rank, as fixed by the Board of Directors, shall perform all the duties of the Chair, and when so acting shall have the powers and be subject to all the restrictions upon the Chair. Any Vice-Chair shall have such powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 4.05 – Board Treasurer

The treasurer of the Board of Directors must perform such powers and duties as the Board may assign from time to time. If there is no chief financial officer or assistant treasurer, the treasurer of the Board shall serve in the capacity of the chief financial officer with all of the powers, duties and limitations imposed upon the chief financial officer of the District, on an interim basis, until such time as a chief financial officer is retained.

Section 4.06 – Board Secretary

(a) The secretary of the Board of directors must cause to be taken accurate minutes of all actions taken at each meeting of the Board of Directors and perform such other powers and duties as the Board may assign from time to time. The secretary of the Board must attest in writing to all resolutions approved by the Board. If there is no corporate secretary or assistant corporate secretary or any qualified District employee who can serve as an interim corporate secretary, the secretary of the Board shall serve in the capacity of the corporate secretary with all of the powers, duties and limitations imposed upon said office of the District, on an interim basis, until such time as a corporate secretary is retained.

(b) If an audio and/or a video recording is made of any Board meeting, said audio and/or video recording shall be deemed a draft used to prepare the written Board meeting minutes. Upon the Board’s approval of the written Board meeting minutes, the audio and/or video draft may be destroyed provided such destruction is not inconsistent with the California Secretary of State’s existing “Local Government Records Management Guidelines”.

(c) The secretary of the Board shall have direct oversight and control over each deputy secretary of the Board, but only as to the preparation, maintenance and/or signing of the Board meeting minutes, resolutions, agendas and notices, and attesting to certified copies of the same.

Section 4.07 – Resignation of Board Officers

Any officer of the Board of directors may resign from holding a Board office at any time by giving written notice to the Board chairperson, corporate secretary or Board secretary. If the notice is given to the corporate secretary, the corporate secretary must notify the Board chairperson and Board secretary as soon as practicable. The resignation shall take

effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 4.08 – Vacancies in Office

A vacancy in any Board office because of death, resignation, removal, disqualification or any other cause must be filled in the manner prescribed in these bylaws.

ARTICLE V. MEETINGS OF BOARD OF DIRECTORS

Section 5.01 – Powers.

The powers of the Board of Directors shall be all those expressly given or implied under applicable laws, including without limitation Division 23, Chapter 2, Article 2 of the Local Health Care District Law, as the same may be amended from time to time. The Board may approve an official corporate seal which shall become the District's seal. The corporate secretary must keep, or cause to be kept, the District's seal, if any, in safe custody at all times.

Section 5.02 – Number and Qualifications of Directors.

The authorized number of Directors shall be such number and their qualifications shall be such as is provided under the Local Health Care District Law.

Section 5.03 – Election and Term of Office.

The election and term of office of the Directors shall be in accordance with the Local Health Care District Law.

Section 5.04 – Vacancies.

Vacancies in any seat on the Board of Directors shall be filled in accordance with all applicable laws, including without limitation the Local Health Care District Law.

Section 5.05 – Place of Meeting.

Regular meetings of the Board of Directors shall be held at 1401 Draper Street, Kingsburg, Fresno County, California, or such other location identified by duly adopted resolution of the Board.

Section 5.06 – Organization Meetings.

At the first regular meeting following November 30 of each even-numbered year, or at such other regular or special meeting occurring soon thereafter, the Board of Directors shall hold a meeting at the place identified in Section 5.05 or at such other location as may be approved by the Board of Directors, for the purpose of organization and election of Board officers.

Section 5.07 – Other Regular Meetings.

Additional regular meetings of the Board of Directors may be set by Board resolution.

Section 5.08 – Special Meetings.

Special meetings of the Board of Directors may be called by three (3) Directors and, unless a prior general written waiver has been signed by a Director and submitted to the Board secretary, notice of the holding thereof shall be personally delivered, electronically mailed and telephoned to each Director at least twenty-four (24) hours before the meeting using the contact information each Director has on file with the District. Directors may also orally waive written notice, on a case by case basis, if they are reached by telephone or email prior to the start of the special meeting. Special meetings may also be called at any time by the Chairman and written notice of any special meeting so called shall be provided in the same manner specified in this Section. In the event that all the Directors are present at such special meeting and either consent to a waiver of such twenty-four (24) hour written notice or do not object to proceeding with the meeting, the same may be noted by recording such fact in the minutes of said meeting. Such special meeting shall be legal for all purposes notwithstanding the fact that hardcopy notices were not provided. Special meetings shall be held at the same location where regular meetings are held unless such venue is unavailable, in which case the location shall be as specified within the special meeting agenda and within the boundaries of the District.

Section 5.09 – Quorum.

A majority of the Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn, as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by law.

Section 5.10 – Adjournment.

A quorum of the Board of Directors may adjourn any meeting of the Board to meet again at a stated day and hour, provided, however, that in the absence of a quorum, a majority of the Directors present at any noticed Board meeting, whether regular, special or

otherwise, may adjourn the meeting until the time fixed for the next regular meeting of the Board.

Section 5.11 – Fees and Compensation.

The Board of Directors shall serve without compensation, except that each Director shall be allowed his or her actual necessary traveling and incidental expenses incurred in the performance of the official business of the District, as approved by the Board.

Section 5.12 – Attendance of Directors at Meetings.

All members of the Board of Directors are expected to attend all regular meetings of the Board, and should any Director be absent from all regular meetings or special meetings of the Board for a period of sixty (60) days, the Board, by resolution, may declare that a vacancy exists on the Board.

Section 5.13 – Board Member Education.

There shall be an ongoing program for the education of the Board of Directors through seminars and/or the attendance of meetings and/or conferences on such topics as required by law, including without limitation AB-1234 (2004).

Following a regular election of members of the Board, and immediately after newly elected or re-elected Board members assume their new term of public office, the Board shall convene one or more regular or special meetings which shall include an agenda item for the purpose of completing one (1) or two (2) hours of training required under AB-1234. Both hours of training must be completed by each member of the Board no later than April 1 of each calendar year following a regular election of Board members to a new full-term of public office.

Within six (6) months after assuming office, either a new term or a partial term, each Board member must complete two (2) hours of sexual harassment and abusive conduct prevention training which satisfies the requirements of SB-1343 (2018) for supervisors and managers. Such training must again be completed every two years while in public office. The training requirements of SB-1343 may be satisfied by online training.

Certificates evidencing completion of the AB-1234 and SB-1343 training required hereunder must be promptly filed with the District's Secretary and shall be subject to inspection and copying by the public.

Section 5.14 – Orientation for Board Members.

An orientation for Board members shall be available to board members within three (3) months of taking office, unless the Board authorizes otherwise. An ongoing orientation program will be available for all Board members in matters pertaining to the operations of the District.

Section 5.15 – Agenda at Meetings.

It shall be the obligation of the Board Chair to cause the Board agenda to be prepared and posted in accordance with applicable laws. The Board Chair may enlist the assistance of District staff and/or consultants to accomplish this task. The Board Chair, or a majority or more of the Board directors jointly, may add items to the agenda prior to publication of the agenda under applicable laws.

Section 5.16 – Amendment of Meeting Agendas.

All meeting agendas, whether organizational, regular or special meeting agendas, may be amended by a majority or more of the Board directors, as needed, in a manner consistent with applicable law.

Section 5.17 – Adoption of Modified Version of Rosenberg's Rules of Order.

Except to the extent provided otherwise within these Bylaws, the parliamentary procedure at all regular and special Board meetings shall be governed by the modified version of Robert's Rules of Order attached hereto as **APPENDIX 1**.

ARTICLE VI. AMENDMENTS

Section 6.01 – Amendment of Bylaws.

The Board of Directors, upon the affirmative vote of a majority of the Directors, or such larger vote as may be specifically required herein for any particular matter, may amend or repeal these Bylaws and may adopt new Bylaws.

Section 6.02 – Review of Bylaws.

The Board of Directors shall, no less often than annually or yearly, review these Bylaws to the end that these Bylaws shall be made current in light of any changes in applicable laws. Should any changes in these Bylaws, as a result of such review be deemed necessary or prudent, such changes shall be made in accordance with the amendment procedures set forth in Section 6.01 of this Article.

ARTICLE VII. RULES OF DECORUM

Goal: To establish rules regarding decorum and civility for the Kingsburg Healthcare District (“**District**”) for all meetings of the District’s governing Board of Directors (“**Board**”).

Section 7.01 – Policy.

It is the policy of the District that the public and members of the Board must be able to attend, observe and participate at public meetings of the District’s governing body; however, expression is subject to valid regulations. At any regular meeting, the public has a right to address the District on any matter which is within the District’s subject-matter jurisdiction. The public and members of the Board have a right to express their criticism or opposition to policies, procedures, programs and services of the District.

Section 7.02 – Presiding Officer.

The Chairperson of the Board or such other person (“**Presiding Officer**”) prescribed in the operative District Bylaws or applicable Board resolution must preside over all Board and Board committee meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. It shall be the responsibility of the Presiding Officer, who shall have all of the necessary authority, to maintain and/or restore order during the District’s Board and Board committee meetings, for the purpose of allowing the Board or Board committee to conduct the District’s business on behalf of the public. The Chairperson has the right to impose a requirement of having licensed security staff or sworn law enforcement personnel present during each, any or all Board and Board committee meetings, including causing the cost thereof to be incurred by the District.

Section 7.03 – Board Officers.

While a Board or Board committee meeting is in session, all Board members must preserve order and decorum. except as otherwise herein provided A Board member must not by conversation or otherwise: **(1)** delay or interrupt the proceedings or the peace of the Board; **(2)** disturb any other Board member who is speaking; nor **(3)** refuse to obey the orders of the Presiding Officer (or of a majority of the Board, which may vote to overrule the

Presiding Officer). No person shall be permitted to interrupt any speaker who has the floor, except for a Board member to raise a question of order.

Section 7.04 – Addressing the Board.

(a) Speakers. Any person addressing the Board on either an agenda item or general public comments must step to the podium before the Board and, after being recognized by the Presiding Officer, must provide for the record their name and an address where they can be contacted. All remarks must be addressed to the entire Board as a body, and not to any individual Board member, staff member or consultant of the District. No member of the public shall approach the speaker’s podium while a District meeting is in session, unless specifically requested to do so by the Presiding Officer.

(b) Public Comment. Members of the public may comment on any item not appearing on a regular meeting agenda but within the subject-matter jurisdiction of the District (“**general public comment**”). Under State law, matters presented by members of the public under this item cannot be discussed or acted upon by the Board at this time. For items appearing on the agenda, the public is invited to make comments at the time the item comes up for Board consideration, and the Presiding Officer may at any time set a maximum allotment of time for public comment. Any person addressing the Board during the general public comment period will be limited to a maximum of five (5) minutes so that all interested parties have an opportunity to speak, with an overall total allotment of twenty-five (25) minutes for the general public comment period. The Presiding Officer and a majority of the Board (which may vote to overrule the Presiding Officer) shall each have the discretion to modify the time limits on public comment.

(c) Meeting Documents. For documents distributed to the Board less than 72 hours before a regular meeting, any public records which are subject to public inspection and pertain to an open-session item on the regular meeting agenda shall be available online (www.kthd.org/meetings) and/or at the following address at the time they are distributed to a majority of the Board: 1425 Marion Street, Kingsburg, California 93631. Public records distributed to the Board at a public meeting will be available to the public at such meeting if

they were prepared by the District. Exemptions and details in Government Code § 54957.5(a) shall apply.

(d) Public Hearings. Interested persons or their authorized representatives may address the Board by reading protests, petitions or communications relating to matters then under consideration, subject to the time limitations imposed under this policy.

Section 7.05 – Meeting Disruptions.

(a) Warning and Removal Process. Pursuant to Government Code § 54957.95, any person(s) who willfully engages in behavior during a meeting of the Board or Board committee where such behavior actually disrupts, disturbs, impedes or renders infeasible the orderly conduct of the meeting may be warned by the Presiding Officer (or a majority of the Board if the Presiding Officer fails to do so) that such behavior is disruptive and a failure to cease could result in removal from the meeting. If disrupting behavior from such person(s) continues after a warning is given to the disruptive person(s), the person(s) will be expelled from the meeting and removed if they refuse to leave. Disrupting behavior includes a failure to comply with any reasonable and lawful regulation adopted by the Board.

(b) Examples of Disruptive Conduct. Unruly conduct by an individual and/or group, such as loud and unreasonable noise, hissing, profanity, insult, fighting words, obscenities or physical disturbance which disrupts, disturbs, impedes or renders infeasible the orderly conduct of the Board or Board committee meeting is not be permitted and is subject to the above-described warning and removal process.

(c) Signage. Any person(s) or group(s) who bring signage to hold/display must not obstruct or interfere with the participation and view of other members of the public in the meeting chambers.

(d) Use or True Threat of Force. Individuals who engage in behavior constituting a use of force or a true threat of force will be removed from a meeting without the above-described warning and removal process. [Government Code § 54957.95(a)(2).]

(e) Authority to Clear Room Where Meeting Willfully Interrupted. In the event that any meeting is willfully interrupted by any group(s) of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of

individuals who are willfully interrupting the meeting, the Board members conducting the meeting may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to Government Code § 54957.9. Nothing shall prohibit the Board from establishing a procedure for re-admitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

(f) Disturbance of Public Assembly or Meeting. Under Penal Code § 403, every person who, without authority of law, willfully disturbs or breaks up any assembly or meeting which is not illegal in character, is guilty of a misdemeanor.

APPENDIX 1

Rosenberg's Rules of Order



Rosenberg's Rules of Order

As Revised for Kingsburg Healthcare District 2024

Simple Rules of Parliamentary Procedure for the 21st Century

By Judge Dave Rosenberg



MISSION AND CORE BELIEFS

To expand and protect local control for cities through education and advocacy to enhance the quality of life for all Californians.

VISION

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

About the League of California Cities

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 autonomy 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.

© 2011 League of California Cities. All rights reserved.

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.

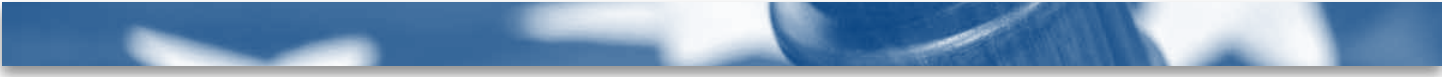


TABLE OF CONTENTS

About the Author	ii
Introduction	2
Establishing a Quorum.....	2
The Role of the Chair.....	2
The Basic Format for an Agenda Item Discussion	2
Motions in General.....	3
The Three Basic Motions.....	3
Multiple Motions Before the Body.....	4
To Debate or Not to Debate.....	4
Majority and Super-Majority Votes	5
Counting Votes.....	5
The Motion to Reconsider.....	6
Courtesy and Decorum	7
Special Notes About Public Input	7

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:

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.”

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.

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

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.

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.

****2/13/2024 KHD ADDENDUM:**

Objections and Reconsideration Waived: For purposes of finality, if no motion to appeal a ruling or vote is made immediately following the ruling or vote, then a motion to appeal shall be waived. A motion for reconsideration shall only be authorized if made prior to the time when a motion to adjourn has been made and only if no prior motion to reconsider has already been made as to the same subject matter.

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.