

1                                   **CAS Board of Directors Rules of Procedural Order**  
2                                   (Adopted at the August 23, 2012 Board of Directors Meeting)  
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5       CAS Board meetings are meant to be run in a collegial, largely informal manner. Nonetheless, there  
6       are occasions where the use of certain basic parliamentary rules can facilitate the work of the Board.  
7       The following are those five rules which the Board believes at this time should be explicitly written  
8       down and adopted.  
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10       Those rules that are needed should be implemented with the principle of collegiality always  
11       uppermost, the goal being to discern the will of the assembly. Notwithstanding the foregoing,  
12       regular collegial functioning still requires some degree of *basic* structure. And a *more detailed* set of  
13       rules is needed as a "fall-back" for when the collegial character of the body begins to fail (e.g., when  
14       conflict arises). Furthermore, Board members should be introduced to basic concepts of  
15       parliamentary rules during their orientation.  
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17       As to a more detailed set of rules, Robert's Rules of Order, most recent edition, with exceptions as  
18       explained herein or as adopted hereafter by the Board, will continue to be the standard to which the  
19       Board adheres in those exceptional cases where "fall-back" rules become necessary.  
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21       If parliamentary maneuvers are being used in lieu of straightforward deliberation, or rules are being  
22       frequently quoted as binding, or recourse to detailed "fall-back" rules becomes the norm, the Board  
23       should takes these as signs that the collegial process has broken down. In some instances this  
24       collegiality can be restored by a respite from the debate (e.g., recess, or postponement of an item).  
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26       Except where otherwise prescribed by statute or regulation, the Board may suspend any of its rules  
27       of order -- whether one of these rules specific to the CAS Board or one of Robert's Rules -- or adopt  
28       new rules by a motion approved by the vote of a two-thirds (2/3) majority of the Board. Such a vote  
29       can also be used to establish temporary rules for the period that normal rules are suspended.  
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31       Additional rules and guidelines for conduct of Board business are found in various Board policies,  
32       including the Board Chair position description and the CAS By-Laws.  
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34       The CAS is incorporated in Illinois as a non-profit corporation. The attached set of rules is to be  
35       interpreted in the context of Illinois law.  
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1 A. Establishing the Agenda for a Meeting  
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- 3 • It is the responsibility and prerogative of the Board to establish its agenda for each meeting. It is  
4 the responsibility of the leadership team (before the meeting) and the Chair (during the meeting)  
5 to assist the Board in prioritizing and allocating its limited resources.
- 6 • The leadership team will prepare a draft agenda in accordance with the Process for Preparation of  
7 the Board Agenda.
- 8 • The first order of business for a regularly scheduled board meeting shall be a motion for the  
9 approval of the agenda.
- 10 • Approval of the agenda includes approval of the estimated time allotted to each agenda item.
- 11 • Items may be added to or removed from the agenda prior to approval (including items previously  
12 considered for but not included in the draft agenda) and are treated as amendments to the motion  
13 to approve the agenda. Such amendments must include estimated time allocations and, if  
14 necessary, adjustments to the order and estimated time slots for items remaining on the agenda.
- 15 • Only by a vote of 2/3 of the board members voting may an item added to the agenda at a meeting  
16 be designated an action item.  
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1 B. Motions / Amendments

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3 *To enhance clarity of debate and to reduce the number of amendments to motions on the floor, the Board*  
4 *permits and encourages detailed discussions of agenda items before a formal motion is made.*

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6 • Any member is free to make a motion on the subject on the floor at any time. After a motion is  
7 made and seconded, the debate then proceeds on the motion.

8 • At any time a mover can, with agreement of the seconder, withdraw a motion on the floor with  
9 no vote being required.

10 • During consideration of a main motion, a "friendly amendment" can be proposed, which  
11 becomes a part of the motion on the floor if it is accepted by the mover and seconder of the  
12 motion. The mover can also make a "friendly amendment" to his/her own motion with the  
13 concurrence of the original seconder. "Friendly amendments" become part of the "main motion"  
14 and are disposed of by the vote on the main motion.

15 • During consideration of a main motion, an amendment to the main motion can be proposed by  
16 any member. Upon being seconded this amendment takes precedence over the main motion and  
17 itself becomes the subject of debate. The amendment must be decided before consideration of  
18 the primary motion can continue. An amendment, to be adopted, must pass by simple majority.  
19 If it passes the amendment becomes part of the main motion which will then be further debated  
20 and eventually voted upon in its turn.

21 • If rejected by the mover as a friendly amendment a change to the main motion can be re-offered  
22 to the full Board as a formal amendment.

23 • If a Board member objects to a friendly amendment and that objection is seconded by another  
24 board member the subject amendment must be presented as a formal amendment or withdrawn.

25 • Once amended by formal Board action a main motion may no longer be amended using a  
26 "friendly amendment".

27 • A motion to amend a main motion may not itself be amended.

28 • There is no limit to the number of amendments that may be considered to the main motion.  
29 However, only one amendment will be under consideration at a time.

30 • The same motion (or a motion for its repeal) may not again be brought to the floor at the same  
31 meeting at which it was previously decided, unless agreed to by a 2/3 majority of the Board  
32 members voting. Any motion may however be brought again at any subsequent meeting of the  
33 Board without restriction.

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1 C. Ending / Limiting Debate (Calling the Question)

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3 *Board members should not seek to "force a vote" in the interests of time on a motion that the Board is*  
4 *still discussing. An alternative to immediate voting is to postpone to a later time (e.g., "table until the*  
5 *next meeting"). A motion to postpone an item requires a majority vote by the Board.*

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7 • Any member may, without being recognized, make a motion to end debate on the current motion  
8 ("call the question"), or to limit it to a certain further duration. Once seconded by any member  
9 this motion immediately takes precedence and cannot be amended or debated, and there must be  
10 an immediate vote to end or limit debate.

11 • A 2/3 majority is required to pass the motion to end or limit debate. If it passes, then the  
12 underlying motion (whether an amendment or a main motion) must be immediately voted under  
13 normal rules with no further debate.

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1 • D. Recording Votes

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3 *These rules apply to meetings conducted in person and (with minor appropriate adjustments) by*  
4 *teleconference. A separate CAS policy exists and should be consulted for the conduct of electronic votes*  
5 *on motions introduced outside the context of a meeting.*  
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7 *From time to time the Chair may request that the reason for individual votes be recorded: in such cases*  
8 *the member's identity will not be recorded. Straw polls may be conducted as an aid to deliberation and*  
9 *are normally recorded in the minutes to indicate the sense of the Board. Straw polls are in no way*  
10 *binding on the Board or on individual Board members.*  
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- 12 • A vote on any motion shall be by show of hands. The Secretary will not record the identities of  
13 people voting in any particular way except upon request, and then only on a strictly confidential  
14 basis. Roll call vote and vote by ballot (secret or otherwise) are not options for this Board unless  
15 approved as an exception to Board policy (via a successful motion to suspend the rules).  
16 • Except as otherwise required by law, regulation, the CAS Constitution, or the CAS Bylaws,  
17 simple and 2/3 majorities shall be of those voting, based on the number of people voting "yea" or  
18 "nay": those abstaining are considered not to have voted.  
19 • Main motions (as finally voted upon) should be detailed in the minutes with the count of votes.  
20 Interim details (motions to amend, to call the question, etc.) are not recorded.  
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1 • E. Participation of the Presiding Member in Debate

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3 *The Immediate Past President is normally the Presiding Member (i.e., "Chair") for Board meetings.*

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5 • The Presiding Member at Board meetings does not introduce or second motions.

6 • If the Presiding Member wishes to actively participate in the debate regarding an item, he or she  
7 may ask another Board member to temporarily act as Presiding Member for the duration of the  
8 item in question.