

# RANGER ECONOMIC DEVELOPMENT TYPE A

## NOTICE OF A CALLED MEETING

Notice is hereby given that a Called Meeting of the Governing Body of the Ranger Economic Development Type A, will be held on **Monday, July 31, 2023 at 5:30 p.m.** in City Hall, 400 West Main Street Ranger, Texas. The following subjects will be discussed, to wit:

**Agenda Item 01: Call to Order**

Roll Call/Quorum Check  
Invocation of Prayer  
Pledge of Allegiance to the United States Flag

**Agenda Item 02: Citizen's Presentation**-At this time, anyone on the list will be allowed to speak on any matter other than personnel matters or matters under litigation, for a length of time not to exceed THREE minutes. NO BOARD ACTION may take place on a matter until such matter has been placed on an agenda and posted in accordance with law.

**Agenda Item 03: Announcements from Board Members**-Comments may be made by council or staff, **BUT NO ACTION TAKEN** on the following topics without specific notice. Those items include: Expressions of Thanks, Congratulations or Condolence; Information on Holiday schedules; Recognition of public officials, employees or citizens other than employees or officials whose status may be affected by the council through action; Reminders of community events or announcements involving an imminent threat to the public health and safety of the people of the municipality.

**Agenda Item 04: Discuss/Consider:** appointment of officers.

- President
- Vice President
- Secretary
- Treasurer

**Agenda Item 05: Discuss/Consider:** adopting Roberts Rules of Order procedures.

**Agenda Item 06: Discuss/Consider:** required Open Meetings Act Training and Public Information Request Training.

**Agenda Item 07: Discuss/Consider:** reviewing the Ranger Economic Development Type A bylaws.

**Agenda Item 08: Discuss/Consider:** RESOLUTION NO. 230731: A RESOLUTION OF THE RANGER ECONOMIC DEVELOPMENT TYPE A, AUTHORIZING A CHANGE ON THE SIGNATURE CARDS AT FIRST FINANCIAL BANK.

**Agenda Item 09: Discuss/Consider:** collecting all files, records, and financial information regarding the Ranger Economic Development Type A from the previous directors.

**Agenda Item 10: Discuss:** other resources that are available online for economic development learning.

**Agenda Item 11: Discuss/Consider:** contacting the Global Site Location Industries, LLC.

**Agenda Item 12: Discuss/Consider:** The Ranger Economic Development page located on the City of Ranger website.

**Agenda Item 13: Discuss/Consider: Adjournment**

I, the undersigned authority, do hereby certify that the above notice of meeting of the Governing Body of the Ranger Economic Development Type A is a true and correct copy of said notice on the bulletin board at the City Hall of the City of Ranger, a place convenient and readily available to the general public at all times, and notice was posted by 5:30 p.m., July 28, 2023 and remained posted for 72 hours preceding the scheduled time of the meeting.

*Somer Lee*

Somer Lee, City Secretary

The Ranger Economic Development Type A reserves the right to convene into Executive Session concerning any of the items listed on this agenda under the authority of the president, whenever it is considered necessary and legally justified under the Open Meetings Act.

NOTICE OF ASSISTANCE

Ranger City Hall and Council Chambers are wheelchair accessible and accessible parking spaces are available. Request for accommodation or interpretive services must be made 48 hours prior to this meeting. Please contact City Secretary's office at (254) 647-3522 for information or assistance.

This Notice was removed from the outside bulletin board on \_\_\_\_\_ by \_\_\_\_\_.

# ROBERT'S RULES OF ORDER

## INTRODUCTION

**Robert's Rules of Order** is a document that explains general parliamentary procedure. It has become the standard reference for all types of business meetings that require a parliamentary authority, from small local organizations to large corporations. *Robert's Rules of Order* provides guidelines that protect the rights of individual group members, the majority, the minority, absentees, and all parties as a whole. This chart summarizes the most important points contained in *Robert's Rules of Order*. Businesses and groups of all kinds may follow these basic rules of procedure to govern their organization, hold effective meetings, and ensure equal, fair treatment for all of their members.

### EVOLUTION OF PARLIAMENTARY PROCEDURE

As early as ancient Greece, government officials created procedures for their legislative bodies to make decisions and thereby govern the populace. During the Middle Ages, *parliament* denoted any important meeting held for the purpose of discussion.

- The rules and precedents governing legislative bodies, commonly called **parliamentary law**, emerged from England's Parliament. When English colonists settled America, they preserved these principles (e.g., consideration of one subject at a time, alternating debate between opposite points of view, and confining debate to the merits of the pending question). This English parliamentary law would have great influence on the newly formed government of the United States.
- In 1801, Vice President **Thomas Jefferson** wrote *A Manual of Parliamentary Practice for the Use of the Senate of the United States*. The manual was the first codified parliamentary procedure designed especially for government use.

- In 1845, **Luther Cushing**, clerk of the Massachusetts House of Representatives, published *Cushing's Manual*, which attempted to provide guidelines for ordinary, voluntary societies. Cushing's idea that each organization should establish its own rules of order proved to be unrealistic in practice.
- In 1876, army officer **Henry M. Robert** wrote a 176-page volume of rules for ordinary societies called the *Pocket Manual of Rules of Order for Deliberative Assemblies*. His publisher shortened the title to **Robert's Rules of Order**.
- In 1915, Robert published *Robert's Rules of Order Revised*, which reorganized, expanded, and clarified the earlier edition. Subsequent revisions followed. **Robert's Rules of Order Newly Revised**, first published in 1970, appeared in its most recent (10th) edition in 2000.

### BASIC UNDERLYING PRINCIPLES

- A quorum must be present to take legal action.** A **quorum** is the minimum number of members who must be present to transact business legally.
- All members are equal.** Each member of an organization has equal rights. No member's vote counts more than another's.
- Members bring business before an assembly in the form of a motion.** A motion is a formal proposal of business.
- Only one formal proposal to take certain action may be under consideration at a time.** Members may consider only one basic form of motion, or **main motion**, at a time. Members seeking to make **secondary motions** (which deal with how a main motion will be handled) must make them before adopting, rejecting, or disposing of the main motion.

- Only one member may have the floor at a time.** The member has been **assigned the floor**, or given the right to speak, other members normally may not interrupt.
- Full debate is allowed on all questions, unless the rule do not allow debate.** Members may debate fully each proposed main motion. Certain secondary motions, however, are not debatable.
- The issue, not the person, is always what is under consideration.** Members should confine their remarks to the merits of the pending question and should not make disparaging comments about other members or their motives.
- The organization is paramount compared to the individual.** Though individual members have the right to make a motion, they cannot make a decision. Only the organization makes a decision through its voting members.
- A majority vote decides, unless a larger vote is required.** A majority vote—the affirmative vote of more than half those members present and voting—decides most questions. Certain motions that affect basic rights of members and changes to particular rules of the assembly usually require a **two-thirds vote** for adoption. Two-thirds is defined as at least twice as many members in favor as opposed.
- Silence gives consent.** A member who does not vote accedes to the will of the majority. The assembly does not consider an **abstention** an affirmative or negative vote; it simply does not count it at all.
- Once an assembly decides a question, that question cannot come back before the assembly in the same form.** Members cannot ask the assembly to decide the same question twice in the same session unless they amend, rescind, or reconsider the previously adopted question.

## THE DELIBERATIVE ASSEMBLY

A **deliberative assembly** is an independent or autonomous group of people meeting to determine, in full and free discussion, courses of action to take in the name of the entire group.

### CATEGORIES

- Assembly of an organized society:** A local branch of a state, national, or international society. Participation is limited to those who are on the membership rolls as voting members.
- Legislative body:** A constitutionally established lawmaking body of representatives (at the national, state, or local level) chosen by the electorate for a certain term of office.
- Board:** An administrative or managerial body of appointed or elected people. It may be the organization's supreme governing body or may be subordinate to the general membership.
- Mass meeting:** A meeting of an unorganized group who have a common interest in a particular purpose or problem. A series of mass meetings may be held to organize a permanent society. Everyone who attends the meeting and is in agreement with the common interest has the right to participate.
- Convention:** An assembly of delegates chosen to represent constituent subdivisions for one session. Delegates who hold proper credentials are entitled to participate.

### MEETINGS

- A **meeting** is a single official gathering of members in one room or area to transact business for a length of time with no cessation (except for a short recess). Members do not separate during a meeting.
- Session:** A session may be a single meeting or a series of connected meetings with a single order of business, agenda, program, or purpose. Each succeeding meeting continues business at the point where it was left off at the previous meeting.
  - Types of meetings**
    - Regular:** A periodic business meeting of a permanent society held at defined intervals.
    - Special:** A separate business meeting held at a different time than regularly scheduled meetings, convening only for the specific purpose noticed in the call to the meeting.
    - Adjourned:** A continuation of the immediately preceding regular or special meeting.
    - Annual:** A meeting designated to receive reports of officers and committees, hold elections, or take other actions prescribed in the bylaws.
    - Executive session:** Any meeting or portion of a meeting in which proceedings are secret.

### MEMBERS

- Members of a deliberative assembly have the right to:**
  - Attend meetings
  - Offer motions
  - Speak in debate
  - Vote
  - Nominate other members
  - Hold office

### Members have the duty and responsibility to:

- Attend meetings
- Obey the rules
- Further the object of the society
- Insist on enforcement of the rules
- Fulfill assigned duties until properly excused

### RULES OF THE ASSEMBLY

Every organization is subject to national, state, and sometimes local laws. Also, each assembly requires rules that establish its structure and govern its operation. The hierarchy for these rules is as follows:

- Corporate charter:** A legal instrument, granted by state or federal law, that is used to incorporate an organization. Alternatively, a charter may be a **certificate** that a national or state organization issues to grant a group the right to form a local or subordinate organization. This form of charter is *not* an instrument of incorporation.
- Constitution:** A document defining the primary characteristics of the organization. Currently, the trend is to have these rules contained in one document called the **bylaws**.
- Bylaws:** A document that defines how an organization functions. It includes all the rules that, due to their importance, are more difficult to change. Bylaws are:
  - Adopted** by majority vote.
  - Amended** by two-thirds vote with previous notice to the membership.
  - Suspended** only if they are in the nature of rules of order or if they allow for their own suspension.

### STRUCTURE OF BYLAWS

Bylaws are divided into the following articles:

- Name:** The assembly's name, full, exact, and properly punctuated
- Object:** The assembly's purpose, expressed concisely in a single sentence, with phrases or lettered subparagraphs offset by semicolons
- Members:** Those who have the right to participate fully in the assembly. Subcategories include:
  - Classes of members (regular, affiliate, honorary, etc.), with rights and limitations defined
  - Qualifications or eligibility for membership
  - Required dues and fees, the schedule by which they should be paid, and stipulation about when membership will be terminated for nonpayment of dues and fees
  - Resignations
- Officers:** The structure of the assembly's officers, including:
  - Order of rank (usually president, vice president, secretary, treasurer, etc.)
  - Duties
  - Method of nomination
  - Mode of election
  - Term of office and when it commences
  - Term limitations
  - Method for filling vacancies

### Meetings:

- Specifics about the assembly's meetings, including:
  - The day on which to hold regular meetings (but not time or location)
  - Designation of an annual meeting
  - Procedures for calling special meetings and notification requirements
  - Definition of quorum for all meetings

### Executive board:

- Specification of the executive board's:
  - Composition
  - Powers
  - Regular meetings
  - Special meetings
  - Quorum

### Committees:

- Any subordinate groups of the assembly:
  - Standing committees** (those having continuing existence) should include:
    - Composition
    - A defined manner of selection
    - Defined duties
    - Names, or a provision for establishment of additional standing committees
  - Special committees** (established as need arises for a specific purpose) must have a specified manner of selection
  - Ex officio:** A Latin phrase that means "by virtue of office." The president may serve *ex officio* as a member of committees except the nominating committee.

### Parliamentary authority:

- The assembly's choice of a parliamentary authority to follow (e.g., the current edition of *Robert's Rules of Order Newly Revised*)

### Amendment:

- Procedures for amending the bylaws, including:
  - Requirements for advance notice (time and manner)
  - Requirement for vote to approve an amendment

### RULES OF ORDER

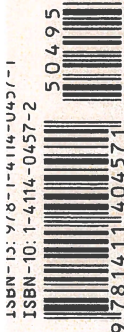
The assembly's **rules of order** come from the assembly's chosen parliamentary authority. **Special rules of order** are written regulations of parliamentary procedure that supersede the parliamentary authority. Special rules of order are:

- Adopted or amended** by two-thirds vote with previous notice or majority vote of the entire membership
- Suspended** by two-thirds vote, unless protecting a minority of less than one-third
- Note:** Rules regarding **fundamental principles of parliamentary law** (e.g., considering one question at a time, protecting absentees) or involving **basic rights of members** (e.g., rules regarding quorum) cannot be suspended

### STANDING RULES

**Standing rules** are rules relating to administration rather than to parliamentary procedure (e.g., a rule requiring member: wear badges). Standing rules are:

- Adopted** by majority vote
- Amended** either by two-thirds vote without previous notice or majority vote with previous notice
- Suspended** by majority vote



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# ROBERT'S RULES OF ORDER

## MOTIONS

A **motion** is a member's formal proposal that the assembly take a certain action. The introduction of a motion may be for a substantive purpose, may allow for a member to express a view, or may trigger an investigation that will later be reported to the assembly.

### CATEGORIES OF MOTIONS

- Main motions** introduce new, substantive business or relate to past or future business of the assembly. A main motion is the lowest ranking motion, and a member may make one only when no other business is pending.
- Subsidiary motions** assist the assembly in handling a main motion. Motions in this class rank above the main motion and lower-ranking subsidiary motions but rank lower than privileged motions. Subsidiary motions:
  - Always apply to another motion while it is pending
  - May apply to any main motion
  - Fit into an order of precedence
  - Are in order from the time the chair states a main motion until the vote on that motion
- Privileged motions** do not relate to the pending motion but deal with special matters of immediate and overriding importance. Motions in this class rank above the main motion, subsidiary motions, and lower-ranking privileged motions.
- Incidental motions** change the procedure for handling a motion but do not change what the assembly is considering. Incidental motions also relate to pending business or business the assembly will conduct in the future. These motions never have all four of the characteristics of subsidiary motions. Incidental motions also do not have rank but are incidental to the other motions. They must be decided immediately, before proceeding with further business.
- Motions that bring a question again before the assembly** bring back business that has been previously decided. Members usually introduce them when no other business is pending.

### STANDARD DESCRIPTIVE CHARACTERISTICS OF MOTIONS

Each motion has eight standard descriptive characteristics. You can remember them by using the mnemonic device **SAD MR IPA**:

- **Second:** Does the motion require that another member second the motion?
- **Amendable:** Is there a variable?
- **Debatable:** Is it possible for the members to debate the merits of the question?
- **Majority vote:** Does adoption of the motion require a majority vote or a greater percentage?
- **Reconsiderable:** Is it possible to consider the motion again?
- **Interrupt:** May a member interrupt another member to offer the motion?
- **Precedence:** Does the motion fall into an order of precedence or rank? To which motions does it yield, and over which motions does it take precedence?
- **Applicability:** To which motions is it applicable, and to which motions may it apply?

### THIRTEEN RANKING MOTIONS

Motions are **ranked** hierarchically. The main motion, subsidiary motions, and privileged motions fall into the following order of precedence:

#### Main motion:

- **Original main motion:** A motion that introduces a substantive question as a new subject.
- **Incidental main motion:** A motion either incidental to or relating to business of the assembly or its past or future action (e.g., to take a recess at a certain time).
- **Resolution:** A main motion submitted in writing due to its length, complexity, or importance.
- **Preamble:** An optional clause(s), preceding the resolving clause(s), that includes background information or reasons to adopt the resolution. Each clause is indented and begins with "Whereas, . . ." and ends with a semicolon. After the semicolon at the end of the last clause, the words "now, therefore, be it" are added.
- **Resolving clause(s):** The actual proposed motion, preceded by the words "Resolved, That . . ." If more than one resolving clause exists, the word "and" is added before the last resolving clause. For example:  
Whereas, . . . [text of the first preamble clause];  
Whereas, . . . [text of the second preamble clause];  
Whereas, . . . [text of the final preamble clause]; now, therefore, be it  
*Resolved, That . . .* [text of the first resolving clause];  
*Resolved, That . . .* [text of the second-to-last resolving clause]; and  
*Resolved, That . . .* [text of final resolving clause].

#### Subsidiary motions:

- Postpone indefinitely:** A motion to reject a main motion without a direct vote, or kill it in order not to consider it at that session.
- Amend:** A motion to alter or modify the wording of a main motion. A **primary amendment** (amendment of the first degree) modifies the motion; a **secondary amendment** (amendment of the second degree) modifies the primary amendment. Members vote on amendments in reverse order (secondary amendment, primary amendment, and then motion). A member can amend a motion in three ways:
  - Insert or add words or a paragraph:** Insert words at the beginning or within the motion; add words at the end.
  - Strike out words or a paragraph:** Remove words or a paragraph.
  - Strike out and insert words or substitute a paragraph.** Remove certain words and replace them with others, or strike out an entire paragraph and substitute a different one in its place.
- Commit or refer:** A motion to send a main motion to a small group (committee) for further study and report.
- Postpone to a certain time (or definitely):** A motion to delay consideration of a main motion until later in the same meeting or until the next regularly scheduled meeting.
- Limit or extend limits of debate:** A motion to change the number of times each member may speak, the time consumed by each speech, or the total time for debate. A motion to limit debate applies to all motions previously made and that may subsequently be made. A motion to extend limits of debate, however, affects only motions that are still pending.
- Previous question:** A motion to close debate, or **call for the question**, so that the pending motion will come to an immediate vote.
- Lay on the table:** A motion to set aside a main motion temporarily to take up a more pressing or important issue. Whenever a condition is attached to a lay on the table motion, that motion becomes a different type of motion (e.g., a motion to lay the pending motion on the table *until the next meeting* is actually a motion to postpone to a certain time).

#### Privileged motions:

- Call for the orders of the day:** A request by an individual member to follow the adopted agenda.
- Raise a question of privilege:** A motion to interrupt the discussion of business to bring up an urgent subject or motion. For instance, a member may call a problem with comfort level (noise, room temperature, etc.) to the attention of the chair. Raising a question of privilege may also give a member the ability to make an informed decision (receive handout materials, see a presentation, etc.). Also, an assembly may use this motion to consider a confidential subject by members only (executive session).
- Recess:** A motion to take a short intermission in the meeting.
- Adjourn:** A motion to close the meeting.
- Fix the time to which to adjourn:** A motion to set a time, date, and place to continue the present meeting anytime before the next regularly scheduled meeting; set an adjourned meeting.

THIRTEEN RANKING MOTIONS							
Motion	Is a second required?	Is it amendable?	Is it debatable?	What vote is required?	Can it be reconsidered?	May it interrupt?	
<b>13 Fix the time to which to adjourn</b>	yes	yes	no	majority	yes	no	
<b>12 Adjourn</b>	yes	no	no	majority	no	no	
<b>11 Recess</b>	yes	yes	no	majority	no	no	
<b>10 Raise a question of privilege</b>	no	no	no	chair decides	no	yes	
<b>9 Call for the orders of the day</b>	no	no	no	at the request of one member	no	yes	
<b>8 Lay on the table</b>	yes	no	no	majority	no*	no	
<b>7 Previous question</b>	yes	no	no	two-thirds	yes*	no	
<b>6 Limit or extend limits of debate</b>	yes	yes	no	two-thirds	yes*	no	
<b>5 Postpone to a certain time (or definitely)</b>	yes	yes	yes	majority	yes*	no	
<b>4 Commit or refer</b>	yes	yes	yes	majority	yes*	no	
<b>3 Amend</b>	yes	yes	yes	majority	yes	no	
<b>2 Postpone indefinitely</b>	yes	no	yes	majority	yes*	no	
<b>1 Main motion</b>	yes	yes	yes	majority	yes	no	

\*Consult the current edition of *Robert's Rules of Order Newly Revised* for the specific rule that applies.

### INCIDENTAL MOTIONS

**Incidental motions** are listed below in the order in which they appear in *Robert's Rules of Order Newly Revised*. They do not have rank but, when made, take precedence over the pending motion.

- **Point of order:** A motion that brings any violation of a rule of the assembly to the attention of the presiding officer. A member must raise the point of order immediately after the infraction; otherwise, the point cannot be raised. The presiding officer must rule that the point of order is either well taken or not well taken, or allow the assembly to decide.
- **Appeal:** An appeal from the decision of the chair must be made immediately after the presiding officer rules on a point of order. If the appeal is seconded, the assembly takes a vote to decide whether it agrees with the ruling. It votes not on the appeal but on the chair's decision. "Shall the decision of the chair be sustained?" If the assembly decided the point of order, no appeal is allowed.
- **Suspend the rules:** A motion to temporarily set aside a rule that would prevent the assembly from taking up a certain question or action. An assembly may *not*, however, suspend bylaws, a statutory law, or rules of basic parliamentary law (e.g., that only members may vote). Also, the vote required to suspend the rules depends on the rule to be suspended.
- **Objection to the consideration of a question:** An objection to any original main motion. A member must offer the objection before any discussion has begun or subsidiary motion stated. The chair immediately takes the vote by asking, "Shall the question be considered?" Unless two-thirds of the assembly vote in the negative, the question is considered.
- **Division of a question:** A vote by the assembly to divide a pending motion into two or more parts capable of standing on their own merit (i.e., parts that are not dependent on the adoption of the other portion of the motion).
- **Consideration by paragraph or serialism:** A motion to consider a lengthy motion by paragraph, article, or section. The presiding officer opens each part of the paragraph for debate and amendment separately, before considering the entire document for adoption.
- **Division of the assembly:** A demand by a member to retake a **voice vote** or **vote by show of hands** by taking a **rising vote**. A member can call out the word "Division!" if each side of a voice vote sounds the same, or if that member doubts the result of a vote.
- **Motion relating to methods of voting and the polls:** A request by a member to change the method of voting or to close or reopen the polls in an election or ballot vote.
- **Motion relating to nominations:** A motion prescribing the method for making nominations (when the bylaws or rules fail to provide one) or dictating when to close or reopen nominations.
- **Request to be excused from a duty:** A request by a member to be relieved of an obligation imposed by the bylaws or by duties of an office.
- **Request or inquiry:** A request or inquiry related to pending business or business that a member wishes to introduce:
  - **Parliamentary inquiry:** A request for the chair's opinion on a point of parliamentary procedure
  - **Point of information:** A request for facts affecting the pending business.
  - **Request for permission to withdraw or modify a motion:** A request by a member to withdraw his/her own motion from consideration or to modify it.
  - **Request to read papers:** A request by a member to read (or have the secretary read) a paper or book as part of debate.
  - **Request for any other privilege:** A request for a privilege not covered by the above requests (e.g., a request to make a presentation when no motion is pending).

MOTIONS (continued)

Motion	INCIDENTAL MOTIONS					
	Is a second required?	Is it amendable?	Is it debatable?	What vote is required?	Can it be reconsidered?	May it interrupt?
Point of order	no	no	no	chair rules	no	yes
Appeal	yes	no	yes*	majority*	no	no
Suspend the rules	yes	no	no	two-thirds*	no	no
Objection to the consideration of a question	no	no	no	two-thirds in the negative	*	yes*
Division of a question	yes	yes	no	majority	no	no
Consideration by paragraph or serialism	yes	yes	no	majority	no	no
Division of the assembly	no	no	no	at the request of one member	no	yes
Motions relating to methods of voting or the polls	yes	yes	*	*	*	no
Motions relating to nominations	yes	yes	*	*	*	no
Parliamentary inquiry	no	no	no	chair responds	no	yes
Point of information	no	no	no	chair responds or requests response	no	yes
Request for permission to withdraw or modify a motion	yes*	no	no	majority	*	no
Request to read papers	yes*	no	no	majority	yes	no
Request for any other privilege	yes*	no	no	majority	yes	no

\*Consult the current edition of Robert's Rules of Order Newly Revised for the specific rule that applies.

BRING BACK MOTIONS

Motions that bring a question again before the assembly are listed below in the order in which they appear in Robert's Rules of Order Newly Revised. They do not have rank but may be offered and considered when no other motion is pending.

- **Take from the table:** A motion to resume consideration of a main motion that was laid on the table during that meeting or the previous meeting.
- **Rescind (repeal or annul):** A motion to repeal a previously adopted motion entirely.
- **Amend something previously adopted:** A motion to modify a previously adopted motion.
- **Discharge a committee:** A motion to take a referred question out of a committee's hands so that the assembly can consider it. A **standing committee** (one that has continuing existence) may be discharged from consideration of the question. If a question was referred to a **special committee** (one that ceases to exist after the completion of the task), the committee itself may be discharged.
- **Reconsider:** A motion to reconsider a previously decided motion.
  - A motion to reconsider is subject to certain **time limitations**. During a **meeting**, a member may make a motion to reconsider a previously decided subject, but the motion to reconsider must occur on the same day as the decision. During a **session**, the motion to reconsider must be made on the same (or following) day of that session.
  - The member offering the motion must have voted on the prevailing side (i.e., voted yes if it was adopted or no if it was defeated).
  - Making a motion to reconsider takes precedence over all other motions. However, the assembly may take up or consider the motion only when the original motion could be considered (according to the order of business).

Motion	BRING BACK MOTIONS					
	Is a second required?	Is it amendable?	Is it debatable?	What vote is required?	Can it be reconsidered?	May it interrupt?
Take from the table	yes	no	no	majority	no	no
Rescind (repeal or annul)	yes	yes	yes	majority with previous notice, two-thirds, or majority of entire membership	*	no
Amend something previously adopted	yes	yes	yes	majority with previous notice, two-thirds, or majority of entire membership	*	no
Reconsider	yes	no	*	majority	no	*

\*Consult the current edition of Robert's Rules of Order Newly Revised for the specific rule that applies.

OTHER PARLIAMENTARY TERMS REGARDING MOTIONS

- **Renewal:** If an assembly does not adopt a motion, any member may introduce the motion at subsequent meetings, provided there is either a significant change in the motion's wording or a difference in time or circumstances.
- **Dilatory:** If a motion is absurd or unnecessarily delays (or thwarts) the will of an assembly, a chair can rule it dilatory.
- **Improper:** If a motion conflicts with the rules of the assembly, it is out of order. If the assembly considers and adopts such a motion, the motion is null and void.

HANDLING A MOTION

To offer a motion, a member must first seek recognition and be assigned the floor by the chair (presiding officer). To claim the floor (obtain the right to speak), a member rises at his place (or goes to a microphone in a larger meeting) and addresses the chair by title, "Mr. or Madam President." The chair recognizes the member, usually by announcing the member's name or title. The member then has the floor and can make a motion or speak in debate, as appropriate. There are six steps in handling a motion: The first three steps bring the motion before the assembly; the last three involve the consideration of the question.

1. A member makes a motion.

- The member says, "I move that . . .," "I move to . . .," or "*Resolved*, That . . .," and then is seated.
- 2. **Another member seconds the motion.**
  - This member says, "Second," "I second the motion," "I second it," or "Support."
  - A member neither has to be recognized nor has to be in agreement with a motion to second it. He or she merely *agrees* that the motion should come before the assembly.
  - If no member seconds the motion, the chair may ask, "Is there a second?"
  - If no member offers a second, the chair says, "There is no second, and the motion will not be considered." If for some reason an assembly omits this step and is already debating the issue, beginning the vote, or has completed the vote, it is too late to raise a point of order. The fact that there was not a second is immaterial and does not affect the vote's outcome.

3. The chair states the question.

- When the chair says, "It is moved and seconded . . . [repeats the motion]," the motion is officially placed before the assembly. At any time prior to this step, the member who made the motion may withdraw or modify it. But after the chair states the question, the motion belongs to the assembly, and the maker may withdraw or modify it only with the assembly's approval.
- The chair may also request that a motion be submitted in writing, in order to:
  - Perfect the motion's content and grammar
  - Provide the chair with the motion's exact wording so that it may be stated correctly
  - Provide the secretary with the motion's correct verbiage for inclusion in the minutes

4. Members debate the motion.

- The chair initiates debate by asking, "Are you ready for the question?" or "Is there any discussion?"
- The maker of the motion is entitled to speak first if he or she seeks the floor. Members may speak twice to a question, for no more than ten minutes each time. No member may speak a second time until all have had an opportunity to make a first speech.
- The assembly must confine all debate to the merits of the pending question.

5. The chair puts the question to a vote. (For details about voting methods, see other side)

- The chair repeats the motion so that members know the question they are being asked to decide: "The question is on adoption of the motion (or resolution) . . ."
- If the chair does not repeat the motion exactly as it was made, a member may raise a point of order. Otherwise, the verbiage used by the chair in putting the question to a vote is the same as will appear in the minutes of the meeting.
- **Methods for taking a vote:**
  - **Voice (viva voce):** The usual method for a vote requiring a majority for approval
  - **Show of hands:** An alternative to viva voce, often used in small boards or committees
  - **Rising:** The usual method for a vote requiring two-thirds for approval

PROPER WORDING FOR TAKING A VOTE	
Type of vote	Wording
<b>Voice (viva voce)</b>	"Those in favor of the motion, say <i>aye</i> ." [pause for response] "Those opposed, say <i>no</i> ." [pause for response]
<b>Show of hands</b>	"Those in favor of the motion will raise the right hand." [pause for response] "Lower hands." (or nod, "Thank you.") "Those opposed will raise the right hand." [pause for response] "Lower hands." (or nod, "Thank you.")
<b>Rising</b>	"Those in favor of the motion will rise (or stand)." [pause for response] "Be seated." "Those opposed will rise (or stand)." [pause for response] "Be seated."

- **Note:** The assembly always takes the negative vote, even if it appears that all members have voted in favor of the proposal. The only exceptions to this rule are complimentary or courtesy resolutions (unless any member objects, in which case the "no" vote is taken).

6. The chair makes a complete announcement of the result of the vote.

- The chair states which side has the most votes and whether the motion is adopted or lost:

PROPER WORDING FOR ANNOUNCING THE OUTCOME OF A VOTE		
Type of vote	Wording to announce a "yes" vote	Wording to announce a "no" vote
<b>Voice (viva voce)</b>	"The ayes have it, and the motion is adopted."	"The nays have it, and the motion is lost."
<b>Show of hands</b>	"The affirmative has it, and the motion is adopted."	"The negative has it, and the motion is lost."
<b>Rising</b>	"There are two-thirds in the affirmative, and the motion is adopted."	"There are less than two-thirds in the affirmative, and the motion is lost."
<b>Counted*</b>	"There are [x] in the affirmative and [y] in the negative. The affirmative has it, and the motion is adopted."	"There are [x] in the affirmative and [y] in the negative. The negative has it, and the motion is lost."

\*If determined necessary by the chair or ordered by the assembly.

- After declaring the outcome, the chair makes a statement indicating the effect of the vote.
- If appropriate, the chair announces the next item of business.

RULES AND DECORUM IN DEBATE

Providing that no modifications have been made to the rules of debate listed in Robert's Rules of Order Newly Revised, each member is entitled to speak **twice** in debate, for no more than **ten minutes** at a time.

- A member must **seek the floor** and be **recognized by the chair** in order to speak.
- The member that makes the motion is **entitled to speak first**.
- No member is entitled to speak a **second time** until all other members who wish to speak for the first time have the opportunity to do so.
- A member **may not transfer his or her rights** during a debate.
- A member **may not yield** to another member. The chair assigns who will speak next.
- If a speaker yields for a question, the **time is charged** to the speaker.
- Members must confine remarks to the **merits of the pending question**.
- A member's **motives** must not be attacked.
- A member **may not speak against his/her own motion**, though he/she may vote against it.
- All remarks must be addressed to **or through the chair**.
- Members **may not speak directly to one another**.
- The chair should **alternate debate** between the affirmative and negative positions.
- **Only the assembly** may grant permission to read from **books, reports, etc.**
- A member interrupted by the chair **must be seated**.
- The chair **may not participate in debate** without relinquishing the chair.
- No member may **comment adversely** on any prior act of the assembly.
- The chair may **close debate** only with the consent of the assembly, which requires a **two-thirds vote**.

**DETERMINING VOTING RESULTS**

The basic requirement for approval of an action in a deliberative assembly is a **majority vote**, or more than half the votes cast. Unless a specific requirement arises, the vote is always a majority of those "present and voting." Other voting requirements may be:

- **Two-thirds vote:** At least twice as many in favor as opposed.
- **Majority of the entire membership:** More than half of *all* the members (not just those present at the meeting). This requirement is sometimes an alternative to a two-thirds vote.
- **Unanimous consent (general consent):** Agreement by the members present without taking a vote. The chair asks, "Is there any objection?" If there is no objection, the motion passes by unanimous consent. Unanimous consent may be used for a majority or two-thirds voting requirement.
- **Three-fourths vote or 90 percent vote:** An unusually high percentage of the vote required for approval. These types of votes are often reserved for special items of business in accordance with the bylaws.
- **Plurality vote:** Merely the *largest* number of votes received, not necessarily a majority. Used when members have at least three choices of candidates or proposals.
- **Tie vote:** A lost vote, since neither the affirmative nor the negative received a majority.

**MAKING NOMINATIONS**

According to *Robert's Rules of Order Newly Revised*, a **nomination** is a proposal "that \_\_\_\_ be elected." There are a variety of methods for making nominations for elected offices; an organization's preferred method should be listed in the organization's bylaws.

- **Note:** A second is *not* required for a nomination.
- **Methods for making nominations:**
  - **By the chair:** The chair makes the nomination. This method is usually reserved for naming members of committees.
  - **From the floor (open nominations):** Any member present at the meeting proposes the name of a candidate for nomination.
  - **By a committee:** A nominating committee proposes candidates for election. Such a nominating committee must be established in the organization's bylaws.
  - **By ballot:** An alternative to nominating from the floor; all members present at a meeting may propose candidates by writing their names on ballots. All members who are nominated in this manner appear on the election ballot.
  - **By mail:** Members nominate candidates for office by mail rather than in person. This method allows all the organization's members to have the ability to nominate, regardless of their presence or absence at meetings. The nominating ballot may be secret or signed in accordance with requirements of the organization's bylaws.

- **By petition:** Members nominate candidates for office by a nominating petition. This method requires a certain number of signatures on a petition for the candidate to receive a nomination.

**METHODS OF VOTING**

A deliberative assembly has the option of using a variety of **voting methods**. All members have the right but not the obligation to vote.

- **Note:** Members may **change their votes** until the point when the chair declares the result. After that, members may change their votes only with permission of the assembly.
- **Methods of voting:**
  - **Voice (viva voce):** The default method for taking a vote in a meeting.
  - **Show of hands:** An alternative to voting by voice.
  - **Rising:** The usual method for taking a vote requiring two-thirds for passage or for verifying a close vote by voice.
  - **Counted rising vote:** The usual method for verifying a close two-thirds vote.
  - **Voting cards:** An alternative to voting by voice or rising. Only voting members receive a brightly colored voting card, which they raise at the direction of the chair.
  - **Roll call vote:** An effective way to place on the record how each member or delegation votes (especially for representative bodies, such as local government boards, which are responsible to a constituency). A roll (a list of the members' names) is called one by one, and the response may be "yes," "no," "present" (abstain), or "pass" (delay voting until all others have had the opportunity to vote).
  - **Ballot:** A method in which each member marks his or her choice on a slip of paper. When voting by this method, **tellers** who report to the assembly count the ballots and report to the chair, who announces the result of the vote. The tellers' report should include the following information:
    - Number of votes cast
    - Number of votes necessary for election
    - Number of votes each candidate or proposal received
    - Number of illegal votes (e.g., votes cast for ineligible persons, instances of more votes cast than the number to be elected, two or more ballots folded together, etc.)
  - **Machine or electronic voting:** An alternative to paper ballots in large organizations.
  - **Alternative methods of voting:** An organization must outline in its bylaws specifically how to vote outside of a meeting. For example, voting by postal mail, electronic mail, facsimile (fax) transmission, or proxy voting.

**OFFICERS**

An **officer** is a member elected or appointed to a leadership position in an organization.

**BASICS**

The minimum essential officers for business to occur in an organization are a **presiding officer** and a **secretary**.

- In practice, however, organizations usually have at least four officers: **president, vice president, secretary, and treasurer** (and perhaps others).
- In its bylaws, an organization should specify:
  - Required number of officers
  - Method of nominating and electing (or appointing) officers
  - Necessary qualifications for members who want to become officers
  - Each officer's term of office

**PRESIDENT / PRESIDING OFFICER**

The **president** is the usual title for the **presiding officer** or **chairman**. The term "**the chair**" is used to refer to the person who is actually presiding at a given moment.

- **Duties of the presiding officer:**
  - **Call the meeting to order** at the appointed time after determining a **quorum** is present.
  - Announce the **items of business** before the meeting in the proper order.
  - Recognize **members** entitled to the floor.
  - State and put to vote all **questions** that legitimately come before the assembly.
  - Protect the assembly from **frivolous or dilatory motions**.
  - Enforce the **rules of debate** and those involving order and decorum.
  - **Expedite business** while recognizing the rights of members (e.g., by using unanimous consent on noncontroversial motions).
  - Decide all **questions of order**.
  - Respond to **inquiries** relating to parliamentary procedure or factual information.
  - **Authenticate** all acts, orders, and proceedings of the assembly by signature.
  - Declare the meeting **adjourned**.
- **Procedures:**
  - The presiding officer should be **seated** (or step back from the lectern) while a member is speaking.
  - The presiding officer should **stand** when:
    - Calling the meeting to order
    - Announcing items of business
    - Assigning the floor
    - Stating a motion
    - Announcing the result of a vote
    - Responding to questions
    - Explaining a ruling resulting from a point of order
    - Speaking regarding a ruling made as a result of a point of order or an appeal
    - Declaring the meeting adjourned
- **Debate and vote:**
  - If a motion is **specific to the presiding officer**, he or she should turn the chair over to the vice president or appropriate temporary chairman and resume the chair when the matter has been decided.
  - If the presiding officer wishes to participate in debate, he or she must **vacate the chair** and yield it to the vice president or temporary chairman until the matter has been decided.
  - The presiding officer **does not vote** unless the vote is by ballot; he or she may, however, vote to affect the result (e.g., to make or break a tie vote).
  - If any two members **appeal a decision of the chair**, the presiding officer does *not* vacate the chair; rather, he or she has the right to be the first speaker and provide reasons for making the decision. Each member has an opportunity to speak once, and then the presiding officer may speak one last time. A **tie vote** sustains the decision of the chair.

**VICE PRESIDENT**

The **vice president** is the officer who assumes the chair if the president is absent or vacates the chair. The vice president's specific duties usually are prescribed in the organization's bylaws.

- When the president has the power to appoint all **committees**, the vice president does *not* have this power while presiding.
- Members should address the vice president as "**Mr. or Madam President**" whenever he or she is presiding.

**SECRETARY**

The **secretary** is the recording officer of the assembly and custodian of its records.

- **Duties of the secretary:**
  - Conducting the organization's **official correspondence** and sending out a notice of meetings, known as the **call** of the meeting.
  - Notifying officers, committees, and delegates of their election or appointment.
  - Preparing an **agenda (or order of business)** at the president's request.
  - Having the organization's **documents** at each meeting. These include the minutes book, bylaws, rules, list of members and committee members, agenda, ballot paper, and any other necessary supplies.
  - Calling the meeting to order and immediately conducting an election for a **chairman pro tem** (short for the Latin *pro tempore*, meaning "for the time being") should the president and vice president be absent.
  - Keeping a careful and authentic record of the proceedings of all business meetings. This record is known as the **minutes**. (*For more information on the content of minutes, see Minutes and Standard Order of Business, next page.*)
  - **Reading the minutes** for approval by the assembly.
  - Providing a copy of the minutes to the president as soon as possible after the meeting.
  - Allowing members to examine the minutes and records upon request.
  - Maintaining the official **roll of members** and calling the roll when requested.
  - **Signing**, along with the president, all official acts, orders, and proceedings of the organization.
  - **Updating the bylaws** and other formal rules of the organization in accordance with amendments recorded in the minutes.
  - Furnishing delegates with proper **credentials**.
  - Being the **custodian of all important papers**, such as committee reports, belonging to the organization.

**TREASURER**

The **treasurer** is the custodian of the organization's funds. This officer's duties vary from organization to organization and depend largely on whether the organization employs an administrative staff.

- **Duties of the treasurer:**
  - **Collecting and depositing funds** of the organization.
  - **Disbursing funds** only with the authority of the assembly.
  - Obtaining signatures of the required officers on all **checks**.
  - Providing a **receipt** for any cash or checks received.
  - Maintaining **accounts** as established by the organization.
  - Reconciling all **bank statements**
  - Preparing a written **treasurer's report** for each meeting. The report should include:
    - Balance on hand at the beginning of the period
    - Receipts
    - Disbursements
    - Balance on hand at the end of the period
- An organization should never adopt a treasurer's report; the report should be placed on file awaiting audit. An organization should then adopt the auditor's report.

# MINUTES AND STANDARD ORDER OF BUSINESS

## MINUTES

The secretary keeps an official, legal record of meetings called the **minutes**. This record should reflect what members *did* during the meeting, not what they said.

### CONTENT OF MINUTES

Though the **content of minutes** may vary from organization to organization, at minimum it should contain the following:

- **First paragraph:**
  - **Type of meeting** (regular, special, adjourned regular, or adjourned special)
  - **Name of the organization**
  - **Date and time** of the meeting and the place (if it is not always the same)
  - Notation of the regular presiding officer's and secretary's presence or that of their substitutes
  - Action taken on the minutes of the previous meeting(s), i.e., whether they were approved **as read** or **as corrected**. (Note: A previous meeting's minutes should never be approved at a special meeting.)
- **Body (separate paragraph for each of the following):**
  - All **main motions** or motions to **bring a question again before the assembly**.
    - Name of the **maker of each motion** (but not of the seconder).
    - **Final wording of each motion** (including any amendments) and whether each motion was adopted, lost, or temporarily disposed of (e.g., postponed or referred to a committee). Generally, motions that are **withdrawn** should *not* be included in the minutes.
  - All **notices of motions**.
  - All **points of order and appeals**, whether sustained or lost, along with the chair's reasons for the ruling.
- **Last paragraph:**
  - Notes the **hour of adjournment**.
  - Closes with the **signature and title** of the person writing them. In some organizations, the **president** also signs the minutes.
  - Inclusion of the words "respectfully submitted" is an older practice generally no longer used.

### READING AND APPROVAL OF MINUTES

At the beginning of the next regular meeting, the secretary **reads** the previous meeting's minutes, and the assembly **approves** them. The assembly normally makes **corrections** to the minutes and approves them by unanimous consent.

- The assembly may **dispense with the reading of the minutes** by a majority vote; in other words, the assembly will not consider the minutes at the regular time.
- If members receive a draft of the minutes in advance of a meeting, the secretary does not need to read them aloud.
- When an assembly approves the minutes, the secretary should write the word "**Approved**" with his or her initials and the date at the bottom.
- After adoption, an assembly may **amend the minutes** upon the discovery of an error or omission. Such an amendment requires a two-thirds vote, a majority vote with previous notice, or a majority vote of the entire membership, whichever is easiest to obtain.

## STANDARD ORDER OF BUSINESS

The secretary or recording officer should prepare an **agenda**, or order of business, for each meeting. The agenda should be made available at least to the presiding officer and secretary.

### OPENING CEREMONIES

- The presiding officer may rap the gavel once and announce, "The meeting will come to order."
- The chair is responsible for determining the presence of a **quorum**. In the absence of a quorum, the assembly may take only the following actions:

- Fix the time to which to adjourn (i.e., set an adjourned meeting for any time prior to the next regularly scheduled meeting)
- Adjourn
- Recess, making the assumption that a quorum will eventually be present
- Take measures to secure a quorum, which may include phoning absent members and/or transporting them to the meeting
- An organization may offer an **invocation** or **prayer**. If so, this should be first.
- The playing and/or singing of the **National Anthem** precedes the **Pledge of Allegiance**.
- A member may read an **inspirational** or **motivational message** after the patriotic ceremonies
- Members may observe rituals, such as reciting an organizational pledge or recounting the object or ideals of the organization.
- Members may adopt the agenda if the organization has not established a special order of business or the organization is not following a standard agenda outlined in *Robert's Rules of Order Newly Revised*.

### COMPONENTS OF THE STANDARD ORDER OF BUSINESS

The six components to the standard order of business follow the mnemonic device **MRS. SUN**.

- **Minutes**
  - The minutes, or record of the proceedings, are read and approved in chronological order.
  - The chair asks, "Are there any corrections to the minutes?"
  - Typically, the assembly adopts both the corrections to the minutes and the minutes themselves by unanimous consent.
- **Reports of officers, boards, and standing committees**
  - Officers report in the order listed in the bylaws.
  - The secretary presents the board of directors' report (if there is a board and/or report).
  - Standing committees report in the order listed in the bylaws.
- **Special committee reports:** Given in the order in which the committees were established.
- **Special orders:** Items that the bylaws require the assembly to handle at a particular meeting such as the election of officers.
  - At a specific time, the assembly may interrupt business to consider any item postponed by a two-thirds vote and made a special order (from the same or a previous meeting).
- **Unfinished business and general orders**
  - Unfinished business includes any items on the agenda not completed at the last meeting (the term "old business" is not used).
  - General orders include any items postponed from the last meeting by a majority vote.
- **New business:** May be introduced when no other question is pending.

### CLOSING ACTIVITIES

- Under the **Good of the Order** (or general welfare of the society) heading, members may obtain the floor and provide informal observations about the organization's work, reputation, membership, or another similar issue.
- The chair or other members may make **announcements**.
- The **program** is presented before the meeting adjourns. This might include a talk, film, guest speaker, or other program of a cultural, educational, or civic nature. However, the assembly should never **turn over** a meeting to another member or guest speaker. Instead, a member of the assembly should either **introduce** a guest speaker (if the assembly does not yet know the speaker) or **present** a speaker (if members already know the speaker).
- The meeting is **adjourned** either by motion and vote, or, if business has been concluded, the chair may ask the assembly if there is any further business. If members do not have any further business, the presiding officer may declare the meeting adjourned without a motion or vote.

### TAKING UP BUSINESS OUT OF ITS PROPER ORDER

The assembly may take up any item of business out of its proper order by adopting a motion to suspend the rules by a two-thirds vote.

## COMMITTEES

A **committee** is not a deliberative assembly; rather, it is one or more persons elected or appointed by an organization to consider, study, investigate, or take action on assigned matters. During a committee's deliberations in meetings, only committee members and invited guests may be present. The rules generally do *not* allow members to make motions to limit debate.

### COMMITTEE PROCEDURES

- **Standing committees**, established in the bylaws, have a continuous existence. These committees either have their duties assigned to them by the assembly or find them listed in the bylaws.
- **Special (ad hoc or select) committees** are established as the need arises and cease to exist either on completion of their assigned task or after making their final report.
- **Committee of the whole** is a device in which the full assembly acts as a committee to consider a motion. The rules of debate are relaxed, and members may speak in debate as often as they are able to obtain the floor. This device is usually used for large assemblies (100+ members).
  - The presiding officer appoints a **chairman** to preside over the committee. The presiding officer leaves the chair so as to preside more effectively during the assembly's final consideration.
  - The secretary does *not* record the proceedings of the committee in the minutes but *does* include the committee's report.
- The following are two **alternate forms** of committee of the whole:
  - A **quasi committee of the whole** is suited for medium-sized assemblies of about 50–100 members. Although the rules of debate are relaxed just as in a committee of the whole, the presiding officer remains in the chair. Again, the secretary does not record the proceedings in the minutes but does include the committee's report.
  - **Informal consideration**, best suited for small groups, simply removes the normal limitations on speaking in debate. The presiding officer remains in the chair, and the secretary includes in the minutes the results of any votes taken during informal consideration.

### METHODS OF APPOINTING COMMITTEES

If the assembly has not dictated how to **appoint committees** in its bylaws or rules of order, the assembly may decide on the method by unanimous consent or a majority vote. The power to appoint a committee includes the power to **fill any vacancies**. Committees may be appointed in the following ways:

- **Election by ballot:** Members make nominations using any method of nomination (see Making Nominations, *previous page*), and a majority vote elects.
- **Nominations from the floor (open nominations) with viva voce election:** If the assembly nominates the *same* number of members as positions to be filled, the chair declares that these nominees become the committee. On the other hand, if members propose *more* nominations than positions to be filled, the assembly votes on the candidates in the order of their nomination.

- **Nominations by the chair with a confirmation vote by the assembly:** The assembly may wish not only to take advantage of the chair's knowledge and judgment but also to retain the power to veto nominations. The chair names the candidates and then asks, "Shall these persons constitute the committee?" Any member may move to strike out the name of a proposed member. If the assembly approves striking a name by majority vote, the chair proposes an alternate name.
- **Appointment by the chair:** The assembly does *not* vote on appointees unless they include nonmembers.
  - **Appointment of the committee chairman by the chair:** If the chair or presiding officer of the assembly has the power to appoint a committee, the first person he or she names to the committee is the chairman. The first-named appointee serves as the chairman unless it is specifically stated that the *committee* will elect its own chairman.
  - **Appointment of the committee chairman by the assembly or executive board:** If an assembly or executive board (i.e., not the chair) adopts a motion to name a committee, the body has the power to name a chairman. However, if an assembly does *not* designate a chairman when appointing a committee, the committee *members* have the right to elect a chairman.
  - **Appointment by adoption of a motion naming members of the committee:** An assembly may use this method to appoint special committees.

### COMMITTEE REPORTS

A **report** is an authorized statement formally adopted by and submitted in the name of the committee. The report makes the assembly aware of **actions** the committee takes or recommends or **information** the committee obtains.

- Committees should submit reports in **writing**, worded in the **third person**.
  - A **standing committee** should word reports as follows:  
The committee on [x] submits the following report . . . ."
  - A **special committee** should word reports as follows:  
The committee appointed to [x] submits the following report . . . ." or  
The committee to which was referred [x] reports (or recommends) that . . . ."
- A committee's report may also contain a **resolution**.
  - The committee chairman or reporting member introduces the resolution by saying, "By direction of the committee, I move adoption of the following resolution . . . ."
  - A second is *not* required for a recommendation of a committee, since the recommendation was effectively seconded in committee.



# OTHER TYPES OF DELIBERATIVE ASSEMBLIES

## BOARDS

A **board** is a form of deliberative assembly that has no minimum size (but is usually smaller than an organization's assembly). A board is always subordinate to the organization itself; that is, it receives its power to operate from the organization.

### COMPOSITION AND OFFICERS

In accordance with the bylaws, a board may consist of officers, chairmen, and other members and may be called an **executive board**, **board of directors**, **board of trustees**, or **board of governors**.

**Ex-officio members:** Often, a board includes members who serve *ex officio*, or "by virtue of their office." An *ex-officio* member who is under the authority of the organization has the same privileges as any other board member. *Ex-officio* members who are not under the authority of the organization have the privilege to make motions, speak in debate, and vote but do not have the *obligation* to participate. In other words, the board does not count an *ex-officio* member in determining the presence of a quorum.

Officers of an organization's board are usually the same as those serving in the organization. A board has only those powers assigned it in the organization's bylaws and conducts its business just like any other deliberative assembly. A board usually reports to the membership; an **executive committee**, composed of the elected officers, reports to the board.

### PROCEDURE IN SMALL BOARDS

**Small boards** (not more than about a dozen members present) conduct business like a committee. Generally, the following rules govern meetings of small boards (although a board may decide to deviate from these rules by the adoption of special rules of order):

Members may make motions or speak in debate while seated; they do not need to obtain the floor to do so. Motions do not require a second.

There is no limitation on the number of times a member may speak to a question. Generally, members may not make motions to limit or close debate.

Members may discuss a subject informally while no motion is pending.

If a proposal is clear to all present, a vote may be taken without having to introduce a motion formally. The chairman may sit while putting questions to a vote. The chairman may make motions, speak in debate, and (usually) vote on all questions.

## MASS MEETINGS

A **mass meeting** is a meeting of an unorganized group. It is open to anyone interested in the meeting's stated purpose or problem.

### ORGANIZATION OF A MASS MEETING

- The **call**, or announcement of the meeting, should specify the date, hour, and place of the meeting; its purpose; and who is invited to attend.
- Before the meeting, the sponsors should agree on:
  - Who will call the meeting to order
  - Whom they prefer as a chairman
  - Who will be nominated for secretary
  - What rules, if any, will be proposed for adoption
  - Who will make the initial talk explaining the purpose of the meeting.
- The "members" of a mass meeting consist of all persons invited who attend.
- Members take a **voice vote** to elect a chairman and secretary. The secretary then reads the purpose contained in the call of the meeting.
- A member (the sponsor or a member designated by the sponsors) offers a **resolution** or a series of resolutions to accomplish the purpose.
- A motion to **adjourn** is *not* in order while business is pending, unless a time for an adjourned meeting has been established.

### ORGANIZATION OF A PERMANENT SOCIETY

Although the organizers of a **permanent society** work in a manner similar to the sponsors of a mass meeting, the society's *membership* should be limited to people who take an interest in the subject of the society. For this reason, *Robert's Rules of Order Newly Revised* suggests that meetings of permanent societies not be publicly announced.

- First organizational meetings include:**
  - Election of temporary officers and introductory talks
  - Adoption of a resolution to form a permanent society
  - Selection of bylaws by committee members
  - Establishment of an adjourned meeting
- Second organizational meetings include:**
  - Reading and approval of minutes
  - Consideration and adoption (by majority vote) of proposed bylaws
  - Recess to enroll (charter) members
  - Reading of the roll and election of permanent officers
  - Any other essential business

## CONVENTIONS

A **convention** is an assembly of delegates chosen to represent constituent subdivisions for one session. Conventions vary in size and duration, often occurring at specific yearly intervals as the bylaws dictate.

### FORMAL ORGANIZATION OF A CONVENTION

Before a convention can start business, three committee reports must be considered and adopted in the following order:

- Credentials committee:** Adoption of this report by majority vote establishes the convention body. Additional reports may be given at the beginning of each business meeting or before crucial items of business (e.g., election of officers). A majority vote also adopts these supplementary reports.
- Committee on standing rules:** The convention program usually includes proposals for rules, including parliamentary rules (e.g., a limitation on the length of speeches) and administrative rules (e.g., a requirement that convention participants wear badges at all times). A two-thirds vote is required to adopt convention standing rules.
  - If a member requests that a particular rule be voted on separately, members must first vote on the body of rules; then they may consider the rule in question.
  - Parliamentary rules require a two-thirds vote for adoption; administrative rules require a majority vote for adoption.
- Program committee:** The convention program (which the assembly adopts by majority vote) outlines the order of business and additional activities during the convention. It might also contain:
  - Opening/closing hours of each day's business meeting
  - Reports
  - Time for nomination and election of officers
  - Report of the convention resolutions committee
  - Times for educational workshops, meals, or social events

### RESOLUTIONS COMMITTEE

Some conventions may also have a **resolutions committee**, whose purpose is to screen all original main motions. This committee receives its power from the convention.

- The committee may only have the authority to put resolutions in **proper form and logical sequence**. Alternatively, it may have the authority to alter the substance of resolutions.
- The committee usually reports all resolutions referred to it and recommends each for adoption, rejection, or amendment. Alternatively, it may make no recommendation at all.
- Sometimes the committee is given the power *not* to report a resolution, thus withholding the resolution from the convention's consideration. If so, the convention should always retain the power to override the committee's determination.

# ADDITIONAL PROCEDURES

## AMENDING BYLAWS

Often, an organization may **amend its bylaws only at an annual meeting or a convention**.

### PROCEDURE

A **motion to amend the bylaws** is classified as a motion to amend something previously adopted. Normally, amendments to the bylaws require **previous notice** and a **two-thirds vote**. An organization may allow primary and secondary amendments as long as they do *not* exceed the scope of change contained in the previous notice.

An affirmative vote cannot be reconsidered. An amendment to a bylaw takes immediate effect.

### COMPLETE REVISION OF BYLAWS

If the assembly proposes extensive changes scattered throughout the bylaws, it may consider a complete **revision** of them. A complete revision opens the entire document to amendment, so the assembly may make an unlimited number of changes. The current version of the bylaws is *not* pending; if a member wishes to retain an original section, he or she must make a separate motion to amend the revision.

### PROVISOS

An assembly may add (to the motion to adopt the amendment) a provision defining when the amendment to a bylaw takes effect. Alternately, a proviso in the form of an incidental motion may be adopted prior to consideration of the proposed bylaw amendment.

## DISCIPLINARY PROCEEDINGS

Although many organizations have a formal **code of ethics**, even those without a code can expect their members to behave properly. Formal disciplinary action should be reserved for serious situations, which may occur either during or outside of meetings.

### OFFENSES DURING MEETINGS

An organization has the right to determine who may be present at meetings and may also expect a reasonable level of control **during meetings**. All members present have the duty to obey the legitimate orders of the presiding officer, and the

assembly has the right to go into executive session (excluding nonmembers from the meeting).

- If a member commits only a **slight breach of order** (e.g., speaking directly to another member during debate), the chair may simply rap the gavel, point out the fault, and advise the member to avoid the breach in the future.
- If a member commits a **more serious offense** (e.g., repeatedly questioning the motives of other members), the chair should first **warn** the member. The chair or any other member may also **call the member to order** by raising a point of order.
- If the member has been warned repeatedly by the presiding officer yet persists in the offense, the chair may **name the offender**, which amounts to preferring charges on the offender. This should be used only as a last resort.
- If the member obeys, the matter may be dropped. If the member persists, the chair may ask, "What penalty shall be imposed on the member?" As a penalty, the assembly may:
  - Require an apology
  - Censure the member
  - Require that the member leave the meeting room
  - Suspend membership
  - Expel the member from the organization

### OFFENSES OUTSIDE OF MEETINGS

The bylaws may include a provision outlining the penalty for certain behavior **outside of meetings** (e.g., harming the good name of the organization, hampering its work, and so on).

- Disciplinary trial:** The organization has the right to investigate the character of its members. Any accused member has the right to a fair trial; if the bylaws do not include procedures for holding a disciplinary trial, the assembly should consult the current edition of *Robert's Rules of Order Newly Revised*.
- Removal from office:** Any elected officer may be removed from office for misconduct or neglect of duty.
  - If the bylaws provide that officers serve "for [x] years or until their successors are elected," the assembly may rescind the election and elect a successor for the remainder of the term. The vote required would be the same as to rescind.
  - If the bylaws provide that officers serve only a fixed term or that they serve "for [x] years **and** until their successors are elected," the officer can be removed only as a result of a disciplinary trial.

# GLOSSARY OF TERMS

<b>Ad hoc:</b> Latin for "for this [purpose] alone"
<b>Address the chair:</b> To use the appropriate title of the presiding officer when seeking recognition
<b>Adjourn sine die:</b> An adjournment without provision for another meeting; used at the close of a convention
<b>Adopt:</b> To accept or approve a motion
<b>Agenda:</b> The established order of items of business
<b>Aye/yea/yes:</b> An affirmative vote
<b>Censure:</b> An admonition or reprimand
<b>Chair:</b> The presiding officer of an assembly
<b>Debate:</b> A discussion of the pros and cons of a motion
<b>Decorum:</b> Proper behavior
<b>Entertain a motion:</b> For the chair to request a formal motion to take a specific action
<b>Ex officio:</b> Latin for "by virtue of office"
<b>Germane:</b> Relevant (used regarding amendments or debate)
<b>In order:</b> Correct in accordance with the rules of the assembly
<b>Lost:</b> Rejected by a vote of the assembly
<b>Nay/no:</b> A negative vote
<b>Null and void:</b> Lacking legal force or effect
<b>Obtain the floor:</b> To secure recognition in order to make a motion or speak in debate
<b>Out of order:</b> In violation of the rules of the organization
<b>Parliamentary authority:</b> The book of rules adopted by an assembly to govern its parliamentary procedure
<b>Pending motion:</b> The motion under consideration
<b>Precedence:</b> Priority or rank of motions
<b>Prevailing side:</b> The side that received the greatest number of votes, either affirmative or negative
<b>Pro tempore:</b> Latin for "temporarily," "for the time being"
<b>Proxy:</b> Written authorization to vote on another member's behalf
<b>Question:</b> The immediately pending motion
<b>Recommit:</b> To refer a subject or motion again to the same or a different committee
<b>Ruling:</b> A decision made by the chair
<b>Stand at ease:</b> To take a brief pause in the meeting (shorter than a recess; members do not leave the room)
<b>Vote by acclamation:</b> Approval of a candidate by unanimous consent of the assembly

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**BYLAWS OF  
RANGER ECONOMIC DEVELOPMENT**

**ARTICLE I**

**PURPOSE AND POWERS**

**SECTION 1. PURPOSE** – The Corporation is incorporated for the purposes set forth in Article Four of its Articles of Incorporation, the same to be accomplished on behalf of the City of Ranger, Texas (the “City”) as its duly constituted authority and instrumentality in accordance with the Development Corporation Act of 1979, as amended, Article 5190.6, Tex. Rev. Civ. Stats., Ann., as amended, (the “Act”). and other applicable laws.

**SECTION 2. POWERS** – In the fulfillment of its corporate purpose, the Corporation shall be governed by Section 4A of the Act, and shall have all of the powers set forth and conferred in applicable law, subject to the limitations prescribed therein and herein, and to the provisions thereof and hereof.

**ARTICLE II**

**MEMBERS**

The Corporation shall have no members.

**ARTICLE III**

**BOARD OF DIRECTORS**

**SECTION 1. POWERS, NUMBER AND TERM OF OFFICE.** (a) The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (the “Board”) and subject to the restrictions imposed by law, by the Articles of Incorporation, and by these Bylaws, the Board shall exercise all of the powers of the Corporation.

(b) The Board shall consist of five (5) directors, each of whom shall be appointed by the City Commission (the “Commission”) of the City.

(c) The directors constituting the first Board shall be those directors named in the Articles of Incorporation. Two (2) members of the first Board shall serve terms of two (2) years, and three (3) members shall serve terms of two (2) years. The respective terms of the initial Board shall be determined by drawing. Thereafter, each successor member shall be determined by drawing. Thereafter, each successor member of the Board shall be appointed and shall serve for two (2) years or until his or her successor is appointed hereinafter provided.

**(d) Any director may be removed from office by the Commission at will.**

**SECTION 2. OPEN MEETINGS ACT (a) All meetings and deliberations of the Board shall be called, convened, held, and conducted, and notice shall be given to the public, in accordance with the Texas Open Meetings Act, Article 6252-17, Tex. Rev. Civ. Stat. Ann., as amended.**

**(b) This provision shall control all notices and how the meetings are conducted. If a conflict in the Bylaws exist as to the process, this provision shall control.**

**SECTION 3. MEETING OF DIRECTORS. The directors may hold their meetings at such place or places in the City as the Board may from time to time determine; provided, however, in the absence of any such determination by the Board, the meetings shall be held at the principal office of the Corporation as specified in Article VI of these Bylaws.**

**SECTION 4. NOTICE OF MEETINGS. (a) Regular meetings of the Board shall be held without the necessity of notice at such times and places as shall be designated from time to time by the Board. Special Meetings of the Board shall be held whenever called by the president, by the secretary, by a majority of the directors, by the Mayor of the City, or by a majority of the Commission.**

**(b) The secretary shall give notice to each director of each Special Meeting in person or by mail, telephone or telegraph, at least two (2) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a Special Meeting. At any meeting at which every director shall be present, even though without notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon consistent with applicable law. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any Regular or Special Meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by the Board. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.**

**SECTION 5. QUORUM. A majority of the directors shall constitute quorum for the conduct of the official business of the Corporation. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation, unless the act of a greater number is required by law.**

**SECTION 6. CONDUCT OF BUSINESS. (a) At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with the rules of procedure as from time to time prescribed by the Board.**

(b) At all meetings of the Board, the president shall preside, and in the absence of the president, the vice president shall exercise the powers of the president.

(c) The secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the secretary, the presiding officer may appoint any person to act as secretary of the meeting.

**SECTION 7. COMMITTEES OF THE BOARD.** The Board may designate two or more directors to constitute an official committee of the Board to exercise such authority of the Board as may be specified in the resolution. It is provided, however, that all final, official actions of the Corporation may be exercised only by the Board.

**SECTION 8. COMPENSATION OF DIRECTORS.** Directors shall not receive any salary or compensation for their services as directors. However, they shall be reimbursed for actual expenses incurred in the performance of their duties hereunder.

## **ARTICLE IV**

### **OFFICERS**

**SECTION 1. TITLES AND TERM OF OFFICE.** (a) The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, and such other officers as the Board may from time to time elect or appoint. One person may hold more than office, except that the president may not hold the office of secretary. Terms of office shall be one (1) year with the right of an officer to be reelected.

(b) All officers shall be subject to removal from office at any time by a vote of a majority of the entire board.

(c) A vacancy in the office of any officer shall be filled by a vote of a majority of the directors.

**SECTION 2. POWERS AND DUTIES OF THE PRESIDENT.** The president shall be the chief executive officer of the Corporation, and, subject to the paramount authority of the Board, the president shall be in general charge of the properties and affairs of the Corporation, shall preside at all meetings of the Board, and may sign and execute all contracts, conveyances, franchises, bonds, deeds of assignments, mortgages, notes and other instruments in the name of the Corporation.

**SECTION 3. VICE PRESIDENT.** The vice president shall have powers and duties as may be prescribed by the Board and shall exercise the powers of the president during that officer's absence or inability to act. Any action taken by the vice president in the performance of the duties of the president shall be conclusive evidence of the absence or inability to act of the president at the time such action was taken.

**SECTION 4. TREASURER.** The treasurer shall have the responsibilities to see to the handling, custody, and security of all funds and securities of the Corporation in accordance with these Bylaws. When necessary of proper, the treasurer may endorse and sign, on behalf of the Corporation, for collection or issuance, checks, notes and other obligations in or drawn upon such bank or banks or depositories as shall be designated by the Board consistent with these Bylaws. The treasurer shall see to the entry in the books of the Corporation full and accurate amounts of all monies received and paid out on account of the Corporation, give such bond for the faithful discharge of his duties in such form and amount as the Board of Commission may require.

**SECTION 5. SECRETARY.** The secretary shall keep the minutes of all meetings of the Board in books provided for that purpose, shall give and serve all notices, may sign with the president in the name of the Corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation, shall have charge of the corporate books, records, documents and instruments, except the books and accounts of financial and securities, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the Corporation during business hours, and shall in general perform all duties incident to the office of secretary subject to the control of the Board.

**SECTION 6.** The president, vice president, and the secretary shall be named from among the members of the Board. The treasurer and any assistant secretaries may, at the option of the Board, be persons other than members of the Board, they may also be employees of the City.

**SECTION 7. COMPENSATION.** Officers who are members of the Board shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder. Other officers may be compensated as directed by the Board.

**ARTICLE V**

**FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS**

**SECTION 1. ANNUA; REPORT.** The Board will report annually to the City Commission its goals for the economic development for the City of Ranger.

**SECTION 2. BOOKS, RECORDS, AUDITS.** (a) The Corporation shall keep and properly maintain, in accordance with generally accepted accounting principals, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.

**(b) At the direction of the Commission, the books, records, accounts, and financial statements of the Corporation may be maintained for the Corporation by the accountants, staff and personnel of the City. In such event, the Corporation shall pay to the City reasonable compensation for such services.**

**(c) The Corporation, or the City if the option described in subsection (b) is selected, shall cause its books, records, accounts, and financial statements to be audited at least once each fiscal year by an outside, independent, auditing and accounting firm selected by the Corporation and approved by the Commission. Such audit shall be at the expense of the Corporation.**

**SECTION 3. DEPOSIT AND INVESTMENT OF CORPORATE FUNDS. (a) All proceeds from the issuance of bonds, notes, or other debt instruments (“Obligations”) issued by the Corporation shall be deposited and invested as provided in the resolution, order indenture, or other documents authorizing or relating to their issuance.**

**(b) Temporary and idle funds which are not needed for immediate obligations of the Corporation may be invested in any legal manner provided in Tex. Rev. Civ. Stat. Ann. Art. 842-2 (Public Funds Investment Act).**

**(c) All other monies of the Corporation shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the City. The Board shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds therefrom for use by and for the purposes of the Corporation upon the signature of its treasurer and such other persons as the Board shall designate. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the Department of Finance of the City. The Corporation shall pay reasonable compensation for such services to the City.**

**SECTION 4. EXPENDITURES OF CORPORATE MONEY. (a) The monies of the Corporation, including sales and use taxes collected pursuant to Section 4A of the Act, monies derived from the repayment of loans, rents received from the lease or use of the property, the proceeds from the sale of property, and the proceeds derived from the sale of Obligations, may be expended by the Corporation for any of the purposes authorized by the Act, subject to the following limitations:**

**(i) Expenditures from the proceeds of Obligations shall be identified and described in the orders, resolutions, indentures, or other agreements submitted to and approved by the City Commission prior to the sale and delivery of the Obligations to the purchasers thereof required by Sections 6 of this Article.**

**(ii) The Board shall expend, in accordance with State law, the tax funds received by it on direct economic development where expenditures will have a direct benefit to the citizens of Ranger.**

**SECTION 5. ISSUANCE OF OBLIGATIONS.** No obligations, including refunding Obligations, shall be sold and delivered by the Corporation unless the Commission shall approve such Obligations by the action taken no more than 15 days prior to the date of sale of the Obligations.

## **ARTICLE VI**

### **MISCELLANEOUS PROVISIONS**

**SECTION 1. PRINCIPAL OFFICE.** (a) The principal office and the registered office of the Corporation shall be the registered office of the Corporation specified in the Articles of Incorporation.

(b) The Corporation shall have and shall continually designate a registered agent at its registered office, as required by the Act.

**SECTION 2. FISCAL YEAR.** The fiscal year of the Corporation shall begin on May 1 and end on April 30.

**SECTION 3. RESIGNATIONS.** Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

**SECTION 4. BOARD; RELATIONSHIP WITH CITY COMMISSION.** In accordance with State law, the City Commission shall require that the Ranger Economic Development Corporation be responsible to it for the proper discharge of its duties assigned in this article. All policies for program administration shall be submitted for Commission approval, and the Board shall administer said programs accordingly. The Board shall determine its policies and direction within the limitations of the duties herein imposed by applicable laws, the Articles of Incorporation, these Bylaws, contracts entered into with the City, and budget and fiduciary responsibilities.

**SECTION 5. APPROVAL OR ADVICE AND CONSENT OF THE COMMISSION.** To the extent that these Bylaws refer to any approval by the City or refer to advice and consent to the Commission, such advice and consent shall be evidenced by a certified copy of a resolution, order or motion duly appointed by the Commission.

**SECTION 6. SERVICES OF CITY STAFF AND OFFICERS.** Subject to the paramount authority of the City Mayor under the Charter of the City, the Corporation shall have the right to utilize the services of the City Attorney, the City Secretary, and the staff and employees of the Finance Department of the City, provided (i) that the Corporation shall pay reasonable compensation to the City for such services, and (ii) the performance of such services does not materially interfere with the other duties of such personnel of the City.

**SECTION 7. IDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES.**

(a) As provided in the Act and in the Articles of Incorporation, the Corporation is, for the purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code) a governmental unit and its actions and governmental functions.

(b) The Corporation shall indemnify each and every member of the Board, its officers, and its employees, and each member of the Commission and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorneys fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the functions and activities of the Corporation.

**ARTICLE VII**

**EFFECTIVE DATE, AMENDMENTS**

**SECTION 1. EFFECTIVE DATE.** These Bylaws shall become effective upon the occurrence of the following events:

- (1) the approval of these Bylaws by the City Commission; and
- (2) the adoption of these Bylaws by the Board.

**SECTION 2. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.** The Articles of Incorporation of the Corporation and these Bylaws may be amended only in the manner provided in the Articles of Incorporation and the Act.

I, the undersigned authority, do hereby certify that the Bylaws of the Ranger Economic Development Corporation, reviewed at the regular meeting of the City Council of the City of Ranger, Texas at 5:30 p.m. on November 22, 1993, were approved and accepted. All Commissioners of the City were present and participated in the approving of the Bylaws.

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**Ronnie Ainsworth, Mayor**

**ATTEST:**

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**Barbara Wheat, City Secretary**





**AMENDED BYLAWS OF  
RANGER ECONOMIC DEVELOPMENT  
CORPORATION**

**ARTICLE I**

**PURPOSE AND POWERS**

**SECTION 1. PURPOSE** – The Corporation is incorporated for the purposes set forth in Article Four of its Articles of Incorporation, the same to be accomplished on behalf of the City of Ranger, Texas (the “City”) as its duly constituted authority and instrumentality in accordance with the Development Corporation Act of 1979, as amended, Article 5190.6, Tex. Rev. Civ. Stats., Ann., as amended, (the “Act”). and other applicable laws.

**SECTION 2. POWERS** – In the fulfillment of its corporate purpose, the Corporation shall be governed by Section 4A of the Act, and shall have all of the powers set forth and conferred in applicable law, subject to the limitations prescribed therein and herein, and to the provisions thereof and hereof.

**ARTICLE II**

**MEMBERS**

The Corporation shall have no members.

**ARTICLE III**

**BOARD OF DIRECTORS**

**SECTION 1. POWERS, NUMBER AND TERM OF OFFICE.** (a) The property and affairs of the Corporation shall be managed and controlled by a Board of Directors (the “Board”) and subject to the restrictions imposed by law, by the Articles of Incorporation, and by these Bylaws, the Board shall exercise all of the powers of the Corporation.

(b) The Board shall consist of seven (7) directors, each of whom shall be appointed by the City Commission (the “Commission”) of the City.

©Each successor member of the Board shall be appointed and shall serve for two (2) years or until his or her successor is appointed hereinafter provided.

(d)Any director may be removed from office by the Commission at will.

**SECTION 2. OPEN MEETINGS ACT** (a) All meetings and deliberations of the Board shall be called, convened, held, and conducted, and notice shall be given to the public, in

accordance with the Texas Open Meetings Act, Article 6252-17, Tex. Rev. Civ. Stat. Ann., as amended.

(b) This provision shall control all notices and how the meetings are conducted. If a conflict in the Bylaws exist as to the process, this provision shall control.

**SECTION 3. MEETING OF DIRECTORS.** The directors may hold their meetings at such place or places in the City as the Board may from time to time determine; provided, however, in the absence of any such determination by the Board, the meetings shall be held at the principal office of the Corporation as specified in Article VI of these Bylaws.

**SECTION 4. NOTICE OF MEETINGS.** (a) Regular meetings of the Board shall be held without the necessity of notice at such times and places as shall be designated from time to time by the Board. Special Meetings of the Board shall be held whenever called by the president, by the secretary, by a majority of the directors, by the Mayor of the City, or by a majority of the Commission.

(b) The secretary shall give notice to each director of each Special Meeting in person or by mail, telephone or telegraph, at least two (2) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a Special Meeting. At any meeting at which every director shall be present, even though without notice, any matter pertaining to the purpose of the Corporation may be considered and acted upon consistent with applicable law. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any Regular or Special Meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by the Board. A waiver of notice in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**SECTION 5. QUORUM.** A majority of the directors shall constitute quorum for the conduct of the official business of the Corporation. The act of a majority of the directors present at a meeting at which a quorum is in attendance shall constitute the act of the Board and of the Corporation, unless the act of a greater number is required by law.

**SECTION 6. CONDUCT OF BUSINESS.** (a) At the meetings of the Board, matters pertaining to the business of the Corporation shall be considered in accordance with the rules of procedure as from time to time prescribed by the Board.

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(b) At all meetings of the Board, the president shall preside, and in the absence of the president, the vice president shall exercise the powers of the president.

(c) The secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the secretary, the presiding officer may appoint any person to act as secretary of the meeting.

**SECTION 7. COMMITTEES OF THE BOARD.** The Board may designate two or more directors to constitute an official committee of the Board to exercise such authority of the Board as may be specified in the resolution. It is provided, however, that all final, official actions of the Corporation may be exercised only by the Board.

**SECTION 8. COMPENSATION OF DIRECTORS.** Directors shall not receive any salary or compensation for their services as directors. However, they shall be reimbursed for actual expenses incurred in the performance of their duties hereunder.

## ARTICLE IV

### OFFICERS

**SECTION 1. TITLES AND TERM OF OFFICE.** (a) The officers of the Corporation shall be a president, a vice president, a secretary and a treasurer, and such other officers as the Board may from time to time elect or appoint. One person may hold more than office, except that the president may not hold the office of secretary. Terms of office shall be one (1) year with the right of an officer to be reelected.

(b) All officers shall be subject to removal from office at any time by a vote of a majority of the entire board.

(c) A vacancy in the office of any officer shall be filled by a vote of a majority of the directors.

**SECTION 2. POWERS AND DUTIES OF THE PRESIDENT.** The president shall be the chief executive officer of the Corporation, and, subject to the paramount authority of the Board, the president shall be in general charge of the properties and affairs of the Corporation, shall preside at all meetings of the Board, and may sign and execute all contracts, conveyances, franchises, bonds, deeds of assignments, mortgages, notes and other instruments in the name of the Corporation.

**SECTION 3. VICE PRESIDENT.** The vice president shall have powers and duties as may be prescribed by the Board and shall exercise the powers of the president during that officer's absence or inability to act. Any action taken by the vice president in the performance of the duties of the president shall be conclusive evidence of the absence or inability to act of the president at the time such action was taken.

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**SECTION 4. TREASURER.** The treasurer shall have the responsibilities to see to the handling, custody, and security of all funds and securities of the Corporation in accordance with these Bylaws. When necessary or proper, the treasurer may endorse and sign, on

behalf of the Corporation, for collection or issuance, checks, notes and other obligations in or drawn upon such bank or banks or depositories as shall be designated by the Board consistent with these Bylaws. The treasurer shall see to the entry in the books of the Corporation full and accurate amounts of all monies received and paid out on account of the Corporation, give such bond for the faithful discharge of his duties in such form and amount as the Board of Commission may require.

**SECTION 5. SECRETARY.** The secretary shall keep the minutes of all meetings of the Board in books provided for that purpose, shall give and serve all notices, may sign with the president in the name of the Corporation, and/or attest the signature thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Corporation, shall have charge of the corporate books, records, documents and instruments, except the books and accounts of financial and securities, and such other books and papers as the Board may direct, all of which shall at all reasonable times be open to public inspection upon application at the office of the Corporation during business hours, and shall in general perform all duties incident to the office of secretary subject to the control of the Board.

**SECTION 6.** The president, vice president, and the secretary shall be named from among the members of the Board. The treasurer and any assistant secretaries may, at the option of the Board, be persons other than members of the Board, they may also be employees of the City.

**SECTION 7. COMPENSATION.** Officers who are members of the Board shall not receive any salary or compensation for their services, except that they shall be reimbursed for their actual expenses incurred in the performance of their duties hereunder. Other officers may be compensated as directed by the Board.

## ARTICLE V

### FUNCTIONAL CORPORATE DUTIES AND REQUIREMENTS

**SECTION 1. ANNUAL; REPORT.** The Board will report annually to the City Commission its goals for the economic development for the City of Ranger.

**SECTION 2. BOOKS, RECORDS, AUDITS.** (a) The Corporation shall keep and properly maintain, in accordance with generally accepted accounting principals, complete books, records, accounts, and financial statements pertaining to its corporate funds, activities, and affairs.

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(b) At the direction of the Commission, the books, records, accounts, and financial statements of the Corporation may be maintained for the Corporation by the accountants,

staff and personnel of the City. In such event, the Corporation shall pay to the City reasonable compensation for such services.

(c) The Corporation, or the City if the option described in subsection (b) is selected, shall cause its books, records, accounts, and financial statements to be audited at least once each fiscal year by an outside, independent, auditing and accounting firm selected by the Corporation and approved by the Commission. Such audit shall be at the expense of the Corporation.

**SECTION 3. DEPOSIT AND INVESTMENT OF CORPORATE FUNDS.** (a) All proceeds from the issuance of bonds, notes, or other debt instruments (“Obligations”) issued by the Corporation shall be deposited and invested as provided in the resolution, order indenture, or other documents authorizing or relating to their issuance.

(b) Temporary and idle funds which are not needed for immediate obligations of the Corporation may be invested in any legal manner provided in Tex. Rev. Civ. Stat. Ann. Art. 842-2 (Public Funds Investment Act).

(c) All other monies of the Corporation shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of the public funds of the City. The Board shall designate the accounts and depositories to be created and designated for such purposes, and the methods of withdrawal of funds therefrom for use by and for the purposes of the Corporation upon the signature of its treasurer and such other persons as the Board shall designate. The accounts, reconciliation, and investment of such funds and accounts shall be performed by the Department of Finance of the City. The Corporation shall pay reasonable compensation for such services to the City.

**SECTION 4. EXPENDITURES OF CORPORATE MONEY.** (a) The monies of the Corporation, including sales and use taxes collected pursuant to Section 4A of the Act, monies derived from the repayment of loans, rents received from the lease or use of the property, the proceeds from the sale of property, and the proceeds derived from the sale of Obligations, may be expended by the Corporation for any of the purposes authorized by the Act, subject to the following limitations:

(i) Expenditures from the proceeds of Obligations shall be identified and described in the orders, resolutions, indentures, or other agreements submitted to and approved by the City Commission prior to the sale and delivery of the Obligations to the purchasers thereof required by Sections 6 of this Article.

(ii) The Board shall expend, in accordance with State law, the tax funds received by it on direct economic development where expenditures will have a direct benefit to the citizens of Ranger.

**SECTION 5. ISSUANCE OF OBLIGATIONS.** No obligations, including refunding Obligations, shall be sold and delivered by the Corporation unless the Commission shall

approve such Obligations by the action taken no more than 15 days prior to the date of sale of the Obligations.

## ARTICLE VI

### MISCELLANEOUS PROVISIONS

**SECTION 1. PRINCIPAL OFFICE.** (a) The principal office and the registered office of the Corporation shall be the registered office of the Corporation specified in the Articles of Incorporation.

(b) The Corporation shall have and shall continually designate a registered agent at its registered office, as required by the Act.

**SECTION 2. FISCAL YEAR.** The fiscal year of the Corporation shall begin on May 1 and end on April 30.

**SECTION 3. RESIGNATIONS.** Any director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the president or secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

**SECTION 4. BOARD; RELATIONSHIP WITH CITY COMMISSION.** In accordance with State law, the City Commission shall require that the Ranger Economic Development Corporation be responsible to it for the proper discharge of its duties assigned in this article. All policies for program administration shall be submitted for Commission approval, and the Board shall administer said programs accordingly. The Board shall determine its policies and direction within the limitations of the duties herein imposed by applicable laws, the Articles of Incorporation, these Bylaws, contracts entered into with the City, and budget and fiduciary responsibilities.

**SECTION 5. APPROVAL OR ADVICE AND CONSENT OF THE COMMISSION.** To the extent that these Bylaws refer to any approval by the City or refer to advice and consent to the Commission, such advice and consent shall be evidenced by a certified copy of a resolution, order or motion duly appointed by the Commission.

**SECTION 6. SERVICES OF CITY STAFF AND OFFICERS.** Subject to the paramount authority of the City Mayor under the Charter of the City, the Corporation shall have the right to utilize the services of the City Attorney, the City Secretary, and the staff and employees of the Finance Department of the City, provided (i) that the Corporation shall pay reasonable compensation to the City for such services, and (ii) the performance of such services does not materially interfere with the other duties of such personnel of the City.

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**SECTION 7. IDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES.**  
(a) As provided in the Act and in the Articles of Incorporation, the Corporation is, for the

**purposes of the Texas Tort Claims Act (Subchapter A, Chapter 101, Texas Civil Practices and Remedies Code) a governmental unit and its actions and governmental functions.**

**(b) The Corporation shall indemnify each and every member of the Board, its officers, and its employees, and each member of the Commission and each employee of the City, to the fullest extent permitted by law, against any and all liability or expense, including attorneys fees, incurred by any of such persons by reason of any actions or omissions that may arise out of the functions and activities of the Corporation.**

## **ARTICLE VII**

### **EFFECTIVE DATE, AMENDMENTS**

**SECTION 1. EFFECTIVE DATE. These Bylaws shall become effective upon the occurrence of the following events:**

- (1) the approval of these Bylaws by the City Commission; and**
- (2) the adoption of these Bylaws by the Board.**

**SECTION 2. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS. The Articles of Incorporation of the Corporation and these Bylaws may be amended only in the manner provided in the Articles of Incorporation and the Act.**

**I, the undersigned authority, do hereby certify that the Amended Bylaws of the Ranger Economic Development Corporation, reviewed at the regular meeting of the City Council of the City of Ranger, Texas at 5:30 p.m. on December 05, 2005 were approved and accepted.**

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**Joe H. Oliver, Mayor**

**ATTEST:**

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**Jim Shipp, City Secretary**

**Resolution No. 230731**

**A RESOLUTION OF THE RANGER ECONOMIC DEVELOPMENT TYPE A, AUTHORIZING A CHANGE ON THE SIGNATURE CARDS AT FIRST FINANCIAL BANK.**

- WHEREAS:** the Ranger Economic Development Type A has had a change in the position of President, Vice President, Secretary, Treasurer; and
- WHEREAS:** the Ranger Economic Development Type A has multiple accounts and a safe deposit box at First Financial Bank; and
- WHEREAS:** the Ranger Economic Development Type A must maintain current signature cards and require two signatures to draw on each account at First Financial Bank,

**NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE RANGER ECONOMIC DEVELOPMENT TYPE A,**

Section 1. That new signature cards are to be issued on all checking, savings accounts, and any other financial accounts, and have access to safe deposit box with the following signatures authorized:

President \_\_\_\_\_  
Vice President \_\_\_\_\_  
Treasurer \_\_\_\_\_  
Secretary \_\_\_\_\_

**PASSED AND APPROVED** this 31<sup>st</sup> day of July, 2023.

**Ranger Economic Development Type A**

Attest:

\_\_\_\_\_  
\_\_\_\_\_, Secretary

\_\_\_\_\_  
\_\_\_\_\_, President