

# RANGER ECONOMIC DEVELOPMENT TYPE B

## NOTICE OF A CALLED MEETING

Notice is hereby given that a Called Meeting of the Governing Body of the Ranger Economic Development Type B, 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 B bylaws.

**Agenda Item 08: Discuss/Consider:** RESOLUTION NO. 230731: A RESOLUTION OF THE RANGER ECONOMIC DEVELOPMENT TYPE B, 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 B 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 B 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 B 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.** When a 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 rules 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 editor 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 members 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



# 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?
Privileged motions	13 Fix the time to which to adjourn	yes	yes	no	majority	yes	no
	12 Adjourn	yes	no	no	majority	no	no
	11 Recess	yes	yes	no	majority	no	no
	10 Raise a question of privilege	no	no	no	chair decides	no	yes
	9 Call for the orders of the day	no	no	no	at the request of one member	no	yes
Subsidiary motions	8 Lay on the table	yes	no	no	majority	no*	no
	7 Previous question	yes	no	no	two-thirds	yes*	no
	6 Limit or extend limits of debate	yes	yes	no	two-thirds	yes*	no
	5 Postpone to a certain time (or definitely)	yes	yes	yes	majority	yes*	no
	4 Commit or refer	yes	yes	yes	majority	yes*	no
	3 Amend	yes	yes	yes	majority	yes	no
	2 Postpone indefinitely	yes	no	yes	majority	yes*	no
	1 Main motion	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 seriatim:** 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 aye." [pause for response] "Those opposed, say no." [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**.
- Members may **not 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 that 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 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 is no minimum size (but is usually smaller than an organization's assembly). A board is always subordinate to the organization itself; that is, it derives 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 to 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

All **boards** (not more than about a dozen members present) conduct business like a committee. Generally, the following 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 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 an assembly proposes extensive changes scattered throughout the bylaws, it may consider a complete **revision** of them. 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.

## PROVISO

An assembly may add to the motion to adopt the amendment a provision defining when the amendment to a bylaw takes effect. Alternatively, a proviso in the form of an incidental motion may be adopted prior to consideration of the proposed 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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# **BY-LAWS OF THE TYPE 4B RANGER ECONOMIC DEVELOPMENT**

**CORPORATION OF THE CITY OF RANGER, TEXAS**

**A NON-PROFIT CORPORATION**

## **SECTION I OFFICES**

### **1.1 Registered Office and Registered Agent**

The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The Board of Directors may, from time to time, change the registered office, provided that such change is appropriately reflected in these By-laws and in the Articles of Incorporation, and filed with the Secretary of State.

The registered office of the Corporation shall be 400 West Main Street, Ranger, Texas 76470, and the initial registered agent shall be City Secretary, Mary Wells, whose mailing address is 400 West Main Street, Ranger Texas 76470, and who may be served with process at 400 West Main Street, Ranger, Texas 76470.

### **1.2 Principal Office**

The principal office of the Corporation in the State of Texas shall be located in the City Hall, City of Ranger, County of Eastland, and it shall be identical with the registered office of the Corporation.

## **SECTION II PURPOSE**

### **2.1 Purposes**

The Corporation is a non-profit corporation specifically governed by the Texas Development Corporation Act of 1979, Article 5190.6 S 4B, as amended (herein referred to as the "Act"). The purpose of the Type 4 B Ranger Economic Development Corporation, (herein after 4 B REDC), shall be to promote, assist, and enhance economic development in accordance with the Articles of Incorporation, and to engage in any and all activities authorized by the Texas Development Act of 1979, as amended. The Corporation shall have all of the powers enumerated in Section 23 (a) of Article 5190.6, except as limited by these By-laws, the Articles of Incorporation, or vote of the City Commission.

**SECTION III  
MEMBERS**

**3.01 Members**

The Corporation shall have no members.

**SECTION IV  
BOARD OF DIRECTORS**

**4.1 Board of Directors**

The business and affairs of the Corporation and all corporate powers shall be exercised by or under authority of the Board of Directors (the "Board"), appointed by the governing body of the City of Ranger, and subject to applicable limitations imposed by the Texas Non-Profit Corporation Act, The Texas Business Corporation Act, the Texas Development Corporation Act, the Articles of Incorporation, or these By-laws. The Board may, by contract, resolution, or otherwise, give general or limited or special power and authority to the officers and employees of the Corporation to transact any special business requiring such authorization.

**4.2 Number and Qualifications**

The authorized number of Directors of this Board shall be seven (7), not more than two (2) of whom can be members of the City Commission, and at least five (5) of whom shall not be officers or employees of the City of Ranger or its City Commission. All directors must be either a resident of the City of Ranger, Eastland County, or live within 10 miles of the City boundaries.

The City Commission shall appoint the Directors of the Corporation in accordance with Texas Development Act of 1979, as amended. The City Commission shall consider an individual's experience, accomplishments, and educational background in appointing members to the Board to ensure that the interests and concerns of all segments of the community are considered.

**4.3 Bonds**

All Directors of this Board shall give an official bond sum of not less than fifty thousand and no/100 dollars (\$50,000.00). The bonds referred in this section shall be considered for the faithful accounting of all moneys and things of value coming into the hands of such officers, and to indemnify all Directors of any errors and omissions. The bonds shall be procured from some regularly accredited surety company authorized to do business in the State. The premiums thereafter shall be paid by the Corporation. A copy of each directors' bond shall be filed with the Secretary of State and Ranger City Secretary.

#### 4.4 General Duties of the Board

The Board is hereby required to perform the following duties:

1. The Board shall review the overall economic development plan for the City. The Board shall develop an annual budget. The Board shall set forth intermittent and/or short term goals which the Board deems necessary to accomplish compliance with the overall economic development plan. The budget set forth by the Board must be approved by the City Commission of the City of Ranger before being adopted by the Board. The overall economic development plan for the City should include the following elements:
  - a. An economic development strategy to permanently bolster the business climate throughout the City.
  - b. Strategies to fully utilize the assets of the City which enhance economic development.
  - c. Identification of strategies to coordinate public, private, municipal, and academic resources to develop and enhance business opportunities for all citizens and businesses of Ranger. This plan shall include methods to improve communication and cooperation between the above mentioned entities.
  - d. Identification of strategies and implementation plan for those strategies for direct economic development as defined in this Section.
  - e. An annual work plan outlining the activities, tasks, projects, and programs to be undertaken by the Board during the upcoming fiscal year. The annual work plan shall be submitted with the annual budget as outlined in Article 7.02 of these By-laws.
  - f. To assist the Board in the implementation of any overall economic development plan, the Board may seek out and employ a 4 B Director of Economic Development. The Director of Economic Development shall be responsible to the Board and shall act as the Board's chief administrative officer and shall assist the Board in carrying out the duties of the Board as set forth in this section. The Board shall, in the annual budget make provisions for the compensation to be paid to the 4 B Director of Economic Development and such compensation so established by the Board shall comprise the salary and benefits paid to the 4 B Director of Economic Development for his/her service.
  - g. The 4 B Director of Economic Development may employ such personnel as may be necessary to discharge the Corporation's assigned duties with Board approval. The compensation for all such employees shall be set by the Board in its annual budget and such compensation so established by the Board shall comprise the salary and benefits for such employees, and provided further, no such employee shall be hired until such time as the Board has established such compensation for the position in question.
  - h. The 4 B Director of Economic Development shall be hired by the Board with the approval of the City Commission and may be removed by a vote of four (4) members of the Board.

- i. The Board shall review and update its overall economic development plan each year to ensure that said plan is up to date with the current economic climate and is capable of meeting Ranger's current economic development needs.
2. The Board shall expend, in accordance with all applicable laws, the funds received by it on the implementation of its overall economic development plan and on direct economic development. Such expenditures may have a direct benefit on the citizens and businesses of Ranger, according to expenditures allowed by Texas Statute.

As used in this article, "direct economic development" shall mean projects or programs that directly accomplish or aid in the accomplishment of creating new jobs or retaining existing jobs, including educational, job training, planning and research activities necessary to promote job creation or retention and other acts allowed by a Type 4 B Economic Development Corporation under Texas statute or Texas case law. The Corporation's focus for direct economic development will be primarily in the areas of

- a. Job and Investment Creation
  - b. Workforce Development
  - c. Infrastructure Development and Replacement
  - d. Business Development, Retention, and Expansion
  - e. Promote Affordable Housing
  - f. Reclamation of Uninhabitable or Abandoned Structures and Properties
3. The Board of Directors shall make a detailed report to the City Commission at least once each year, and at such other times as requested by the City Commission. Such report shall include, but not limited to, the following:
    - a. A review of all expenditures made by the Board in connection with their activities involving direct economic development as defined in this article, together with a report of all other expenditures made by the Board.
    - b. A review of accomplishments of the Board in the area of direct economic development, together with a proposed budget for the coming year.
    - c. The policies and strategy followed by the Board in the relation to direct economic development together with any new or proposed changes in said policies and strategy.
    - d. The activities of the Board for the budget year addressed in said annual report, together with any proposed change in said activity relating to direct economic development.
    - e. A review of the activities of the Board in areas of endeavor other than direct economic development together with any proposed changes in such activities.

- f. The annual required report, shall be made to the City Commission by August 31 of each year.
- g. The annual report shall be considered by the City Commission for its review and approval.

#### **4.5 Tenure**

The terms of office for the Directors are as follows: 1) If the Board member is a member of the City Commission, his or her term shall coincide with his or her elected term of office; 2) If the Board member is not a City Commission member, initial terms shall be determined by a drawing; 3) There shall be four (4) members whose terms shall be for two (2) years; 4) There shall be three (3) members whose term shall be one (1) year. Thereafter, the staggered terms shall be two (2) years per member. Directors may be re-appointed to another term of office. Directors shall be removable at any time by vote of the City Commission.

#### **4.6 Vacancies**

Any vacancy occurring shall be filled by appointment by the City Commission of the City of Ranger, acting from nominations made by the Directors of the Corporation, or unilaterally on its own.

#### **4.7 Meetings**

The Board shall hold a regular meeting at least monthly at such time and date as the Board shall designate. All meetings of the Board shall provide notice hereof as provided and set forth in Chapter 551, Texas Government Code (The Texas Open Meetings Act). Any member of the Board may request that an item be placed on the agenda by delivering the same in writing to the Secretary of the Board no later than seven (7) days prior to the date of the Board meeting. The Board shall set regular meeting dates from time to time.

Notice of any meeting shall be given to the public in accordance with the requirements of the Texas Open Meetings Act. The notice shall contain information regarding the particular time, date, and location of the meeting and the agenda to be considered. All meetings shall be conducted in accordance with the Texas Open Meetings Act.

#### **4.8 Attendance**

Regular attendance of the Board meetings is required of all Members, and the attendance record of each Board member shall be submitted to the Council prior to any re-appointment to the Board. The following number of absences may constitute the need for replacement of a member by the City Commission: three (3) consecutive unexcused absences from regularly scheduled meetings, or attendance reflecting unexcused absences constituting 50% of the meetings over a twelve (12) month period. In the event replacement is indicated, the President shall give notice of such fact to the Board Member and the City Commission.

#### 4.9 Quorum

For the purpose of convening a meeting, a simple majority of the Directors then serving on the Board shall constitute a quorum. For purposes of transacting the business of the Corporation at any meeting, a simple majority of the appointed Directors shall constitute a quorum. If there is an insufficient number of Directors present to constitute a quorum, the presiding officer shall adjourn the meeting. Workshop meetings shall not require a quorum.

#### 4.10 Compensation

The duly appointed members of the Board shall serve without compensation, but may be reimbursed for actual cost of travel, lodging and incidental expenses as authorized by the Board, in accordance with State Law.

#### 4.11 Voting: Action of the Board of Directors

Directors must be present in order to vote at any meeting. Unless otherwise provided in these By-laws or in the Articles of Incorporation or as required by law, the act of a simple majority of the Directors present at any meeting for which a quorum is present shall be the act of the Board of Directors. In the event that a Director is aware of a conflict of interest or potential conflict of interest, with regard to any particular vote, the Director shall bring the same to the attention of the meeting and shall abstain from the vote. In absence of a conflict of interest, each Director present at the meeting shall vote for or against each question brought before the Board. Any Director shall bring to the attention of the meeting any apparent conflict of interest of any other Director, in which case the Board shall determine whether a true conflict of interest exists before any vote shall be taken regarding that particular matter. The director as to whom a question of interest has been raised shall refrain from voting with regard to the Board's determination as to whether a true conflict exists.

#### 4.12 Board's Relationship with City Commission

In accordance with State Law, the City Commission shall require that the Corporation be responsible to it for the proper discharge of its duties. All policies for program administration shall be submitted for City Commission approval, and the Board shall administer said programs accordingly. The Board shall determine its policies and direction within the limitations of the duties imposed by applicable laws, the Articles of Incorporation, these By-laws, contracts entered into with the City, and budget and fiduciary responsibilities.

#### 4.13 Board's Relationship with Administrative Departments of the City

Any request for services made to the administrative departments of the City shall be made by the Board or its designee in writing to the City Manager or City Administrator. The City Manager or City Administrator may approve such request for assistance from the Board when he or she finds such requested services are available within the Administrative Departments of the City and that the Board and City have mutually agreed on reimbursement to the Administrative Department's budget for the costs of such services so provided.

Any requests for legal assistance may be made by the Board or its designee to the City Attorney. The City Attorney may provide such assistance when such services are available and the Board has agreed to reimburse the City for costs of providing the legal services.

The 4 B Director of Economic Development, if any, shall be the chief administrative officer of the Corporation and be in general charge of the properties and affairs of the Corporation, shall administer all work orders, requisitions for payment, purchase orders, contract execution/administration/oversight, and other instruments or activities as prescribed by the Board in the name of the Corporation. The 4 B Director of Economic Development shall report to Board of Directors, the City Manager, or City Administrator. The City Manager or City Administrator may consult with the Board as it relates to hiring and firing of the Economic Development Director.

## **SECTION V**

### **OFFICERS**

#### **5.1 Officers of the Corporation**

The elected officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The Board may resolve to appoint one or more Assistant Secretaries or one or more assistant Treasurer's or other officers or volunteers as it may consider desirable. Such other officers or volunteers shall have the authority and shall perform the duties of the office or committee as the Board may from time to time delegate to his or her respective Assistant. No two (2) offices may be held by the same person, except the office's of Secretary and Treasurer.

#### **5.2 Selection of Officers**

The board shall elect from among Members individuals to hold the offices of President, Vice President, Secretary and Treasurer. The term of office for each of these Officers shall always be for a period of one (1) year; provided, however, that such Officers shall continue to serve until the election of their successors. Elections shall be held at the annual meeting of the Board, or as needed.

#### **5.3 Vacancies**

Vacancies in any office which occur by reason of death, resignation, disqualification, removal, or otherwise, may be filled by the Board of Directors for the unexpired term portion of that term of that office, in the same manner as other officers are appointed by the Board.

#### **5.4 President**

The President shall be the Chief Executive Officer of the Corporation, and shall:

1. Preside over all meetings of the Board.
2. Have the right to vote on all matters coming before the Board.
3. Shall cause the agenda to be prepared and posted in accordance with the Texas Open Meetings Act.
4. Have the authority, upon notice to the members of the Board, to call a special meeting of the Board when in his or her judgment such meeting is required in accordance with the Texas Open Meetings Act.

5. Have the authority to appoint ad hoc committees which may address issues of a temporary affect on the business of the Board.

In addition to the above mentioned duties, the President, and Mayor of the City of Ranger shall sign with the Secretary of the Board any deed, mortgage bonds, contracts, or other instruments which the Board of Directors, and the City Commission have approved. In general, the President shall perform all duties incident to the office, and such other duties as shall be prescribed from time to time by the Board of Directors.

#### **5.5 Vice President**

In the absence of the President, or in the event of his or her inability to act as defined by Texas Statute, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the power of and be subject to all the same restrictions and responsibilities as upon the President. The Vice President shall also perform other duties as from time to time may be assigned to him or her by the President, or the Board of Directors.

#### **5.6 Secretary**

The Secretary shall keep the minutes of all proceeding of the Board of Directors and make a proper record of same, which shall be attested by the Secretary. The Secretary shall keep such books as may be required by the Board of Directors, and shall perform such other duties as may be required by the Board of Directors.

#### **5.7 Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation. The Treasurer shall receive and give receipt for money due and payable to the Corporation from any source whatsoever, and shall deposit all such moneys in the name of the Corporation in such bank, Trust Corporation, and/or other depositories as shall be specified in accordance with Article seven of these By-Laws. The Treasurer shall, in general, perform all duties incident to that office, and such other duties as from time to time may be assigned to him or her by the President of the Board or the Board of Directors.

#### **5.8 Assistant Secretary/Treasurer**

The assistant Secretary/Treasurer, if any, shall in general, perform such duties as may be assigned to them by the Secretary/Treasurer, or by the President or the Board of Directors.

#### **5.9 Type 4 B Director of Economic Development**

The Board may or may not plan and direct its work through a Type 4 B Director of Economic Development who will be charged with the responsibility of carrying out the Corporation's program as adopted and planned by the Board. The 4 B Director of Economic Development shall serve as the Chief Executive Officer of the Corporation and shall oversee all administrative functions of the Corporation. Absent a 4 B Director of Economic Development, the President of the Type 4 B Ranger Economic Development Corporation shall serve as Chief Executive Officer of the Corporation. The Director shall develop policies and procedures for the Corporation including financial, accounting, and purchasing policies and procedures to be approved by the Board.



### 5.10 Contracts for Service

The Corporation may, with approval of the City Commission, contract with any qualified and appropriate person, association, corporation, or governmental entity to perform and discharge designated tasks which will aid or assist the Board in the performance of its duties. However, no such contract shall ever be approved or entered into which seeks or attempts to divest the Board of Directors of its discretion and policy-making functions in discharging the duties herein above set forth in this section, or have a maturity later in time than the expiration of the longest term represented on the Board of Directors when the contract is signed. Contracts may be modified, extended, or cancelled by a simple majority vote of the Board members present, quorum required, at a scheduled meeting.

### 5.11 Other Employees

The Corporation may employ such full or part-time employees as needed to carry out the programs of the Corporation. These employees shall perform those duties as are assigned to them by the 4 B Director of Economic Development or the Board of Directors. The 4 B Director of Economic Development, or President, shall hire, fire, direct and control the work of all Corporation employees, with advice and consent of the Board of Directors.

## SECTION VI

### COMMITTEES

The Board may determine from time to time that committees are necessary or appropriate to assist the Board of Directors, and shall designate, subject to Board approval, the members of the respective committees. No such committee shall have independent authority to act for or in the stead of the Board.

#### 6.1 Qualifications for Committee Membership

Members of the committees shall be nominated by the President or Board member and approved by the Board. Committee members need not be members of the Corporation unless required by these By-Laws or Board resolution.

#### 6.2 Standing Committees

The President shall have authority to appoint the following standing committees of the Board and such other committees if the Board deems appropriate in the future:

1. Budget, Finance and Audit Committee
2. Committee for Business Retention and Expansion and for New Business Recruitment, Attraction and Formation
3. Committee for Public Projects

### 6.3 Special Committees

The President may determine from time to time that other committees are necessary or appropriate to assist the Board of Directors, and shall designate, subject to Board approval, the members of the respective committees.

These committees' will be providing research, information and advice to the Board of Directors. Their findings will be reported to the Board of Directors in a timely manner, at a regularly scheduled meeting of the Board of Directors and the Board shall take appropriate action on the reported findings.

The designation and appointment of any such committee and delegation to that committee of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or on him/her by law or these By-Laws.

## **SECTION VII**

### **FINANCIAL ADMINISTRATION**

The Corporation may contract with the City or with a reputable private professional or professional firm for accounting services. The Corporation's accounting records shall be maintained according to the following guidelines.

#### 7.1 Fiscal Year

The fiscal year of the Corporation shall begin October 1 and end on September 30 of the following year.

#### 7.2 Budget

A budget for the forthcoming fiscal year shall be submitted to the City Commission prior to August 1 of each year for approval by the City Commission. The budget may be amended from time to time with City Commission approval.

#### 7.3 Contracts

As provided in Article V above, the President, Secretary and Mayor shall execute any contracts or other instruments which the Board and City Commission has approved and authorized to be executed.

#### 7.4 Checks and Drafts

All checks and drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President and the Treasurer, or such other person or combination of persons as designated by the Board. In all cases requiring at least two signatures.

### **7.5 Deposits**

All monies of the Corporation shall be deposited, secured, and/or invested in the manner provided for the deposit, security, and/or investment of public funds of the City, as authorized by the City Investment Policy in accordance with Chapter 105 of the Local Government Code and Chapter 2256 Public Funds Investment.

### **7.6 Gifts**

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for its general purpose as set forth in these By-Laws or for any special purposes of the Corporation, allowed by Texas Statute.

### **7.7 Purchasing**

All purchases made and contracts executed by the Corporation shall be made in accordance with requirements of the Texas Constitution and Statutes of the State of Texas and ordinances of the City of Ranger.

### **7.8 Investments**

Temporary and idle funds which are not needed for immediate obligations of the Corporation within 90 days, must be invested in a legal manner provided in Tex. Rev. Civ. Stat. Ann. Art. 842a-2 (Public Funds Investment Act), as said act may be amended.

### **7.9 Bonds**

Any bonds issued by the Corporation shall be in accordance with the statutes governing this Corporation, but in any event, no bonds shall be issued without approval of the Ranger City Commission, after review and comment by the City's bond counsel and financial advisor.

### **7.10 Uncommitted Funds**

Any uncommitted funds of the Corporation at the end of the fiscal year shall be considered a part of the Fund Balance of said Corporation.

The uncommitted Fund Balance may be committed for any legal purpose by the Corporation's Board of Directors. This may include the establishment of a Permanent Reserve Fund which shall be accumulated for the purpose of using the interest earnings of such fund to finance the operation of the Corporation.

## SECTION VIII

### RECORD KEEPING AND AUDITING PROCEDURES

The Corporation shall keep correct and complete books and records of all actions of the Corporation, including books and records of account of the minutes of meetings of the Board of Directors. All books and records of the Corporation may be inspected by Directors of the Corporation or his agent or attorney at any reasonable time, and any information which may be designated as public information by law shall be open to public inspection at any reasonable time. The Texas Open Records Act and Open Meetings Act shall apply to disclosure of public information. The Board of Directors shall provide for an annual financial audit to be performed by a competent independent audit firm.

## SECTION IX

### AMENDMENTS TO BY-LAWS

These By-laws may be amended or repealed and new By-laws may be adopted by an affirmative vote of four (4) of the authorized Directors serving on the Board, at a meeting of the Directors held for such specific purpose, and the notice requirements stated herein above regarding special meetings shall apply. The Directors of the Corporation present at an annual meeting of the Board may, by a vote of four (4), in accord with the requirements of Article IV herein above, amend or repeal and institute new By-laws, provided that at least ten (10) days prior to the annual meeting, written notice setting forth the proposed action shall have been given in accordance to the requirements of the Texas Open Meetings Act. No amendments to these By-laws, or new By-Laws, shall become effective without City Commission approval.

## SECTION X

### DISSOLUTION

On petition of sixty (60) percent or more of the registered voters of the City of Ranger requesting an election on the dissolution of the Corporation, the City Commission shall order an election on the issue. The election must be conducted according to the applicable provision of the Election Code. The ballot for the election shall be printed to provide for voting for or against the proposition:

"Dissolution of the Type 4 B Ranger Economic Development Corporation of the City of Ranger, Texas."

If a majority of voters voting on the issue approve the dissolution, the Corporation shall continue operations only as necessary to meet obligations incurred before the date of the election and, to the extent practicable, shall dispose of its assets and apply the proceeds in a manner allowed by Texas Statute, subject to approval of the Ranger City Commission. Any remaining assets of the Corporation shall be transferred to the City, and the Corporation is dissolved.

## SECTION XI

### INDEMNITY

The Board of Directors shall authorize the Corporation to pay or reimburse any current or former Director or Officer of the Corporation for any costs, expenses, fines, settlements, judgments, and other amounts, actually and reasonably incurred by such person in any action, suit, or proceeding to which he or she is made a party by reason of holding such a position as Officer or Director; provided, however, that such Officer or Director shall not receive such indemnification if he/she be finally adjudicated in such instance to be liable for gross negligence or intentional misconduct in office. The indemnification herein provided shall also extend to good faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover good faith settlement of any such action, suit, or proceedings, whether formally instituted or not.

Furthermore, as set out in VACS, Article 5190.0 Section 4B, the Corporation, a Director of the Corporation, the City creating the Corporation, a member of the governing body of the City, or an employee of the Corporation or City is not liable for damages arising from the performance of a governmental function of the Corporation or City. For the purposes of Chapter 101, Civil Practice and Remedies Code. The Corporation is a governmental unit and its actions are governmental functions.

The Corporation further agrees that it shall at all times exercise reasonable precautions on behalf of, and be solely responsible for, the safety of its officers, agents, employees, licensees, invitees, and other persons, as well as their property, while in the vicinity where activities are being performed. It is expressly understood and agreed that the City of Ranger shall not be liable or responsible for the negligence of the Corporation including but not limited to its officers, agents, employees, licensees, invitees, and other persons.

## SECTION XII

### SEAL

#### 12.1 Seal

The Board of directors shall obtain a corporate seal which shall bear the words "Corporate Seal of Type 4 B Ranger Economic Development Corporation", the Board may thereafter use the corporate seal and may later alter the seal as necessary without changing the corporate name; but these By-Laws shall not be construed to require the use of the corporate seal.

SECTION XIII

PROGRAM

13.1 Authorization

The Corporation shall carry out its program subject to its Articles of Incorporation and these By-Laws, and such resolutions as the Board may from time to time authorize.

13.2 Program

The program of the Type 4 B Ranger Economic Development Corporation shall be to assist, stimulate and enhance economic development in Ranger Texas, subject to applicable State and Federal law, these By-Laws, and the Articles of Incorporation.

SECTION XIV

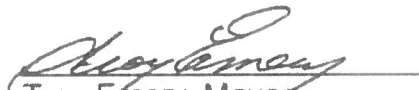
MISCELLANEOUS

14.1 Resolution to Articles of Incorporation

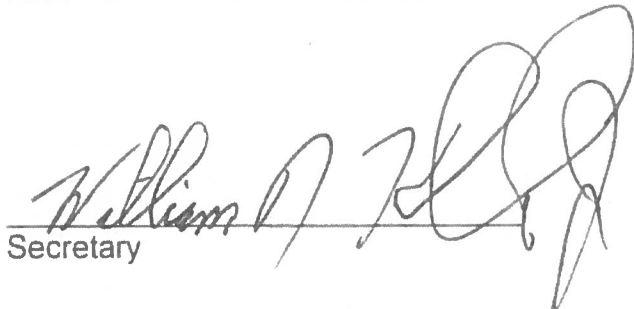
These By-Laws are subject to, and governed by the Articles of Incorporation and applicable State statutes under which the Corporation is organized.

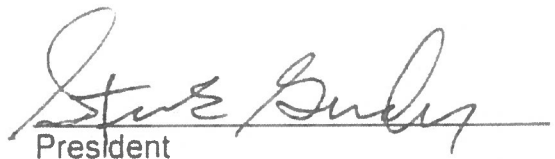
APPROVED AND ADOPTED THE 20th DAY OF October, 2013 BY THE CITY OF RANGER, TEXAS. BY RESOLUTION.

  
Mary Wells, City Secretary

  
Troy Emery, Mayor

APPROVED AND ADOPTED THE 20th DAY OF October, 2013, BY THE TYPE 4 B RANGER ECONOMIC DEVELOPMENT CORPORATION BOARD OF DIRECTORS.

  
Secretary

  
President

**Resolution No. 230731**

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

**WHEREAS:** the Ranger Economic Development Type B has had a change in the position of President, Vice President, Secretary, Treasurer; and

**WHEREAS:** the Ranger Economic Development Type B has multiple accounts and a safe deposit box at First Financial Bank; and

**WHEREAS:** the Ranger Economic Development Type B 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 B,**

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 B**

Attest:

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

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