

Robert's Rules of Order: Burden or Benefit?

Q: Should our association adopt *Robert's Rules of Order* as its parliamentary authority?

A: Although the needs of each organization are different, *Robert's Rules of Order* can present more of a burden than a benefit to associations. To understand why, it is important to understand the general purpose of parliamentary authorities and the specific character of *Robert's* as one such authority.

A parliamentary authority establishes the process that a deliberative assembly will use in reaching its decisions. The authority is intended to ensure that meetings will be conducted in an orderly manner, that all participants will be heard and that the rights of absentee members will be protected. Although *Robert's* is perhaps the best known and most widely accepted parliamentary authority, it is not the only one. To some, it is the fullest and most detailed; to others, it is the longest and most complex.

In determining whether *Robert's* should be adopted as an organization's parliamentary authority, it is important to consider the kinds of meetings to which it will apply. *Robert's* was developed to provide procedural guidance to large deliberative meetings, such as legislative bodies, general assemblies and houses of delegates. It has much less relevance to meetings of corporate boards or committees, including associations managed by boards of directors. Directors have fiduciary obligations to act in the best interests of the organization as a whole; they are not representatives of a larger body. By contrast, most parliamentary bodies are large assemblies of representatives. The representatives are elected to carry out the wishes of their constituents and they do not have comparable fiduciary duties.

Because *Robert's* imposes a number of formalities with respect to making motions and conducting deliberations, it can impede the ability of association



directors to deliberate openly and in a manner that best allows them to fulfill their duties. While it is important for a board to establish rules that will govern the conduct of its meetings, those rules should give the chair the flexibility necessary to run meetings that not only impose structure but also serve the needs of the group and the particular issues being discussed.

When an organization's bylaws dictate that all its meetings must be conducted in accordance with *Robert's Rules of Order*, *Robert's* must be followed on all occasions and in all circumstances, including board and committee meetings. Such adherence may not be in the association's best interests and could interfere with deliberations. Since an organization's bylaws often are difficult to change, associations should either adopt a bylaw that limits *Robert's* authority or not make reference to parliamentary authority in bylaws.

Either way, associations should replace *Robert's* blanket authority with rules for board, committee and membership meetings that are consistent with the organization's articles and bylaws, protect the organization and avoid needlessly complicating proceedings. For instance, an association may make its parliamentary authority applicable only to association proceedings akin to a

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general assembly. Alternatively, it may resolve to use *Robert's* as the guiding, rather than controlling, authority for its meetings. Or, an organization may use Sturgis' *The Standard Code of Parliamentary Procedure* as its guide. Many associations consider the Sturgis Code a more streamlined, and therefore better, parliamentary authority. Another option would be to grant the association the right to use any applicable authority as a guide when reasonable and appropriate.

In addition, associations should adopt rules regarding: (i) the general format of association meetings (e.g., call to order, approval of agenda, approval of previous meeting's minutes, reports, scheduled new business, adjournment); (ii) the manner in which discussions will be conducted and actions taken (e.g., recognition of speakers, motions, seconds, amendments, voting by the chair); (iii) the conduct of executive sessions; and (iv) special rules for membership meetings and special assemblies (e.g., House of Delegates). Although such rules may be established in the association's bylaws, they also may be established by board resolution, which can be revised more easily if the rules no longer meet the needs of the organization.

Obviously, it is important to maintain order during association meetings. Yet, rules of order should not get in the way of accomplishing association business, nor should an organization ignore its rules simply because they are too difficult to follow. If either of those circumstances exists, it is time for a change. Adopt reasonable rules that can — and will — be followed. Then every interested party will have an opportunity to be heard and the association will be able to carry out its mission in a timely and effective manner. ■

The answers provided here should not be construed as legal advice or a legal opinion. Consult a lawyer concerning your specific situation or legal questions.