

Board Meeting Participation: Guidelines & Procedures

In a professional virtual meeting setup via Zoom, Eliza Kragh appears on the left side of the screen, with her short, dark, and slightly wavy hair framing her face. She's wearing a black long-sleeve top and is seated in a black chair against a neutral beige background. On the right side of the screen is Mark Apodaca, distinguished by his graying hair and beard, wearing glasses and a red shirt. He's seated against a light greenish background.

Eliza begins warmly, "Hello everyone. I'm Eliza Kragh, and today I'm joined by Mark Apodaca, an expert in parliamentary procedures. We'll be addressing two important questions in our discussion today."

She continues with genuine enthusiasm, "Mark, thank you for being here today. I'm excited and looking forward to our discussion. Shall we begin with the first question?"

Mark responds affirmatively, "Yes, please proceed."

Eliza presents the first topic, "Our first question relates to Robert's Rules of Order, 12th edition. When members disagree with board decisions, what is the appropriate protocol for expressing their concerns?"

Mark thoughtfully begins his comprehensive response, "Many members don't realize that during a conference or business meeting, we elect our leadership- the president, vice president, and other officers through a democratic voting process. Once the meeting concludes, the elected board assumes full authority and becomes responsible for managing the organization on behalf of its members."

He continues, explaining the legal framework, "Throughout the United States, state laws governing non-profit organizations consistently establish the board as the primary authority responsible for member representation. The board serves a specified term, typically two years as defined in the bylaws."

Mark addresses a common misconception, "Many people I've encountered mistakenly believe they have an automatic right to participate in board meetings. This is not accurate unless specifically permitted by your bylaws. In fact, Robert's Rules of Order contains no provisions granting members the right to participate in board meetings."

He provides a practical perspective, "There is a reason only the board has authority to operate the organization. Consider this practical example: if five members want to participate in every board meeting, it could significantly extend meeting duration and impact efficiency. The board needs to focus on their designated responsibilities to operate the organization. Remember, general members are not board members."

Mark offers a solution, "Some organizations include a dedicated time for member comments in their meeting agenda. This structured approach allows members to share their thoughts and concerns during the designated period."

He elaborates on board responsibilities, "After election at the conference and closure of the business meeting, the board assumes leadership with three core responsibilities: duty of care, duty of loyalty, and duty of obedience. Board members must fulfill these criteria throughout their term."

Providing a specific example, Mark explains, "For example, at NAD conferences, delegates propose priority motions. Once the conference concludes, the board takes responsibility for implementing these priorities over the next two years. Delegates and members step back from direct involvement, allowing the board to execute their duties effectively. This is precisely why they were elected."

Mark addresses bylaw considerations, "While some bylaws permit member participation, I do not encourage this to be in the bylaws. The bylaws should empower the board to manage the organization - that's the purpose of their election."

He explains legal requirements, "Many state laws within nonprofit statutes require non-profit organizations to hold annual meetings. While many organizations for the Deaf hold conferences every two years, many don't realize that state law often mandates annual meetings. So if members need to take action on urgent matters, they can request an annual meeting."

Regarding member rights, Mark clarifies, "The members can attend this called business meeting to question board decisions and vote to overturn specific actions if necessary. Robert's Rules of Order permits this process. However, your organization's bylaws and procedures must explicitly outline these provisions. Without such specifications in the bylaws, these actions aren't permitted."

On the topic of meeting observation, he states, "I support members observing meetings and providing comments at appropriate times. I'm fine with this but the board can establish standing rules that clearly define this process. These standing rules explain the procedures, supported by state law and organizational bylaws."

He emphasizes board authority, "Most boards serve two-year terms with clear authority. The board has authority to develop and approve standing rules for member comments during board meetings. This option provides a structured solution to address member input. Without proper structure for member participation, business would never conclude."

Drawing from his experience, Mark shares, "I'm a member of the National Association of Parliamentarians, which has over 4,000 members. Consider this: if all members could participate in board meetings, how would we maintain efficiency?"

Eliza interjects, "Such a meeting would be impractical and extraordinarily time-consuming."

Mark agrees and continues, "We can observe via Zoom, but participation is limited. The board meetings are for conducting organizational business - that's why we elected them to lead the organization. It's essential to have clear policy procedures that the board follows. Organizations function best when they have well-defined procedures for progress. This includes standing rules and related procedures - these are my professional opinions."

Eliza seeks clarification, "Mark, you've mentioned participation several times. Could you clarify what participation means exactly? Pre-COVID, many state associations and local clubs had members attending meetings who would raise their hands during discussions. Now with Zoom and online platforms, boards have the option to disable member videos, limiting their ability to share opinions. What specifically constitutes participation?"

Mark provides a detailed response, "Robert's Rules of Order clearly establishes members' rights to participate in member meetings. This is the members' right. However, it deliberately omits provisions for board meeting participation. This distinction serves a specific purpose. Having unrestricted participation would undermine the board's purpose. When you elect board members, you're entrusting them to proceed with their designated responsibilities."

He concludes with practical advice, "If there is a board meeting on Zoom platform, it's fine for the members to observe. I've written many bylaws and advised numerous organizations. It's essential to maintain clear separation between different types of meetings: annual meetings where members participate in business decisions, and board meetings which serve an entirely different purpose. There is a separation. I do not encourage member participation in board meetings. Members elected the board to proceed with their duties. Robert's Rules of Order is explicit - there are no provisions for member participation in board meetings."

Mark offers final recommendations, "If your organization's bylaws currently allow this, I encourage members to reconsider that section through proper amendments. Many boards I've observed handle this sensitively. They allow members to observe and take notes. Members can then contact the president or board with questions afterward, allowing for appropriate response channels. This approach enables the board to fulfill their duties effectively."

The discussion concludes with Mark emphasizing the importance of efficient governance and clear organizational structure, highlighting how proper procedures lead to successful operations and effective leadership.