

Board Meeting Procedures

1. Quorum

A majority of the members of the Board must be present at a meeting in order to conduct business. Four members of a seven-member board present constitutes a quorum.

2. Vote Needed for Exercise of Powers

The affirmative vote of a majority of Board members will be necessary for exercising any of the Board's powers.

As an example, if four members of a seven-member board are present, all must vote affirmatively to pass a motion of official business. While four members constitute a quorum, a three-to-one vote would defeat the motion.

3. Board Member Voting

Each member's vote on all motions will be recorded in the minutes.

4. Abstaining From Vote

If a Board member chooses to abstain from voting, such abstention will be recorded. Board members abstaining due to an actual or potential conflict of interest must publicly state the conflict. Board members having a potential conflict may vote.

5. Parliamentary Procedure

Official Board business will be transacted by motion or resolution at duly called regular or special meetings.

Except as otherwise provided by state law and/or Board policy, the rules of parliamentary procedure comprised in Robert's Rules of Order, Newly Revised, "Procedures for Small Boards" will govern the Board in its deliberation.

The chair will decide all questions relative to points of order, subject to an appeal to the entire Board.

6. Procedures for Small boards.

The following excerpt from Roberts Rules of Order, Newly Revised, § 48(1981) explains the proper procedure that can be used in meetings of small boards.

In a board meeting where there are not more than about a dozen members present, some of the formality that is necessary in a large assembly would hinder business. The rules in governing such meetings are different from the rules that hold in other assemblies, in the following aspects:

- Members are not required to obtain the floor before making motions or speaking, which they can do while seated.
- There is no limit to the number of times a member can speak to a question, and motions to close or limit debate (15, 16) generally should not be entertained.
- Informal discussion of a subject is permitted while no motion is pending.
- The chairman need not rise while putting questions to vote.
- The chairman can speak in a discussion without rising or leaving the chair; and, subject to rule of custom within the particular board (which should be uniformly followed regardless of how many members are present), he usually can make motions and usually votes on all questions.

END OF POLICY

Legal Reference(s):

[ORS 192.650](#)
[ORS 332.045](#)

[ORS 332.055](#)
[ORS 332.057](#)

[ORS 332.107](#)

38 OR. ATTY. GEN. OP. 1995 (1978)
41 OR. ATTY. GEN. OP. 28 (1980)