



OVERSIGHT BOARD TO THE CITY OF WINTERS SUCCESSOR AGENCY TO  
THE WINTERS COMMUNITY DEVELOPMENT AGENCY

City Council Chambers  
318 First Street  
Monday, June 11, 2012

---

**2:00 p.m. – Regular Meeting**

**AGENDA**

*Members of the Oversight Board*

Harold Anderson- City of Winters  
Sarah Chapman- Solano College District  
Diane Cirolini- Yolo County Office of Education  
Larry Justus- Winters Cemetery District  
Nanci Mills- City of Winters CDA Employees  
Jiley Romney- Yolo County Public Appointee  
Don Saylor- Yolo County

*Staff to Oversight Board*

John W. Donlevy, Jr., City Manager  
Shelly Gunby, Director of Financial Management  
Dan Maguire, Housing Programs Manager  
Mary Jo Rodolfa, Secretary to Oversight Board

---

PLEASE NOTE – The numerical order of items on this agenda is for convenience of reference. Items may be taken out of order upon request of the Chairman of other Board Members. Public comments time may be limited and speakers will be asked to state their name.

Roll Call

Pledge of Allegiance

Approval of Agenda

**BOARD COMMENTS**

**PUBLIC COMMENTS**

At this time, any member of the public may address the Oversight Board on matters, which are not listed on this agenda. Citizens should reserve their comments for matter listed on this agenda at the time the item is considered by

the Board. An exception is made for members of the public for whom it would create a hardship to stay until their item is heard. Those individuals may address the item after the public has spoken on issues that are not listed on the agenda. Presentations may be limited to accommodate all speakers within the time available. Public comments may also be continued to later in the meeting should the time allotted for public comment expire.

### CONSENT CALENDAR

All matters listed under the consent calendar are considered routine and non-controversial, require no discussion and are expected to have unanimous Board support and may be enacted by the Oversight Board in one motion in the form listed below. There will be no separate discussion of these items. However, before the Oversight Board votes on the motion to adopt, members of the Oversight Board, staff, or the public may request that specific items be removed from the Consent Calendar for separate discussion and action. Items(s) removed will be discussed later in the meeting as time permits.

- A. Minutes of the May 2, 2012 meeting of the Oversight Board to the City of Winters Successor Agency to the Winters Community Development Agency. (pp. 1-5)

### PRESENTATIONS

None at this meeting.

### DISCUSSION ITEMS

1. Adoption of Resolution OB-2012-07, A Resolution of the Oversight Board of the Successor Agency to the Dissolved Winters Community Development Agency Approving a Budget for 2012-2013 and 2013-2014 (pp. 6-11)
2. Adoption of Resolution OB-2012-08, A Resolution Adopting Meeting Rules of Order (pp. 12-26)
3. Status Update on AB 1X26 Clean-up Legislation- Information Item

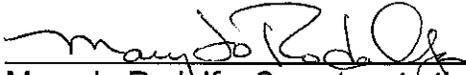
---

### STAFF REPORT

### ADJOURNMENT

I declare under penalty of perjury that the foregoing agenda for the June 11, 2012 regular meeting of the Winters Oversight Board was personally delivered to each Board member by electronic mail, and by United States Postal Service in a sealed envelope with postage prepaid and posted on the outside public bulletin

board at City Hall, 318 First Street on June 4, 2012, and made available to the public during normal business hours.



Mary Jo Rodolfa, Secretary to the Winters Oversight Board

Questions about this agenda – Please call the City Manager's (530) 795-4910 ext. 111. Agendas and staff reports are available on the city web page [www.cityofwinters.org](http://www.cityofwinters.org)

*General Notes: Meeting facilities are accessible to persons with disabilities. To arrange aid or services to modify or accommodate persons with disability to participate in a public meeting, contact the City Clerk.*

*Staff recommendations are guidelines to the Oversight Board. On any item, the Board may take action, which varies from that recommended by staff.*

*The city does not transcribe its proceedings. Anyone who desires a verbatim record of this meeting should arrange for attendance by a court reporter or for other acceptable means of recordation. Such arrangements will be at the sole expense of the individual requesting the recordation.*

How to obtain Oversight Board Agendas:

View on the internet: [www.cityofwinters.org](http://www.cityofwinters.org) Any attachments to the agenda that are not available online may be viewed at the City Clerk's Office or locations where the hard copy packet is available.

Email Subscription: You may contact the City Clerk's Office to be placed on the list. An agenda summary is printed in the Winters Express newspaper.

Oversight Board agenda packets are available for review or copying at the following locations:

Winters Library – 708 Railroad Avenue

City Clerk's Office – City Hall – 318 First Street

During Board meetings – Right side as you enter the Council Chambers



Minutes of the Oversight Board to the City of Winters Successor Agency  
to the Winters Community Development Agency  
Held on May 2, 2012

---

**2:00 p.m. – Regular Meeting**

Larry Justus called the meeting to order at 2:02 p.m.

Present: Chairman Larry Justus, Board Members: Harold Anderson, Sarah Chapman\*, Nanci Mills, Jiley Romney\*, Don Saylor\*\* (\*Chapman arrived at 2:05 p.m.; Romney arrived at 2:08 p.m.) (\*\*Saylor left at 2:40 p.m.)

Absent: Board Member Gloria Hahn

Staff: City Manager John Donlevy, Director of Financial Management Shelly Gunby, Housing Programs Manager Dan Maguire and Executive Assistant Mary Jo Rodolfa

Dan Maguire led the Pledge of Allegiance

Approval of Agenda:

Agenda was amended to move item #3 to item #1 – Motion by Chairman Justus, Second by Board Member Saylor to approve the agenda as amended, motion carried unanimously with one absent.

Agenda was amended to add item #1 Consideration of Resolution OB-2012-06 – A Resolution Approving an Amended Recognized Obligation Payment Schedule (ROPS) for January 1, 2012 – June 30, 2012. Director of Financial Management Gunby remarked that the addition of the item was necessary due to late notice by the Department of Finance that the rejected our first ROPS schedule for the period January 1, 2012 – June 30, 2012. Audience member Diane Cirolini of the Yolo County Office of Education asked if the amended agenda had been posted 72 hours beforehand and was told no, the notice from the DOF was received after the 72 hour time frame but it was posted over 24 hours beforehand as advised by legal counsel. As such a vote was taken for an urgency addition of the item to the agenda. Motion by Board Member Saylor, second by Board Member Mills to add item #1 to the agenda, motion carried unanimously with one absent.

**BOARD/STAFF COMMENTS:** There were no staff comments.

**PUBLIC COMMENTS:** Audience member Diane Cirolini of the Yolo County Office of Education asked about the posting of the agenda in accordance with the Brown Act. There were no other public comments.

**CONSENT CALENDAR:**

- A. Approval of Minutes of April 9, 2012 meeting of the Oversight Board to the City of Winters Successor Agency to the Winters Community Development Agency, motion to approve by Board Member Mills, second by Board Member Chapman. There was no discussion and the motion carried with the following vote:

**AYES:** Anderson, Chapman, Justus, Mills, Romney and Saylor  
**NOES:** None  
**ABSENT:** Hahn  
**ABSTAIN:** None

**PRESENTATIONS:** None at this meeting.

**DISCUSSION ITEMS:**

1. Consideration of Resolution OB-2012-06 – A Resolution Approving an Amended Recognized Obligation Payment Schedule (ROPS) for January 1, 2012-June 30, 2012.

Director of Financial Management Gunby reported that on April 12, 2012 she submitted the adopted ROPS for January 1, 2012 – June 30, 2012 approved at the April 9, 2012 Oversight Board meeting. Within the three day period she received a phone call and then an email from the Department of Finance (DOF) requesting copies of all the documents supporting the ROPS. She provided those to DOF and on April 30, 2012 they contacted her stating that they were disallowing three items – 1) City loan for the General Plan Update, 2) City loan for water improvements downtown and 3) the 20% set aside for housing. She stated that in order for her to make any of the payments on the schedule that it was necessary to bring back an amended ROPS with the three items missing. The DOF will then have three days to review and respond and then another ten days if they do respond within the initial three day period. Staff is asking that the ROPS from the last meeting be approved minus the three items that the DOF asked be removed.

City Manager John Donlevy stated that the 1995 loan for costs updating the General Plan and establishing the RDA and the 2002 loan for water improvements are both legal loan agreements that the State is now invalidating. He commented that protests are included the resolutions being brought forward. Board Member Romney asked if this was being done statewide. Donlevy replied that they are doing something different in

every jurisdiction and that the person reviewing the ROPS for Winters is actually someone from the Department of Health, and is not a DOF person. Romney asked if they are all using the same guidelines. Gunby stated that they were not to touch bonds but in Davis they denied Certificates of Participation which are bonds. Romney wanted to know what happens if we say "you were wrong." Donlevy commented that the County Auditor is a surrogate of the State and will be told by the State not to release funds until everyone has approved ROPS. Cities are sending the Counties copies of the letters they received from the State. Gunby added that we cannot pay our obligations until we have an approved ROPS. Board Member Chapman suggested that the protests not be listed on the resolutions in order to be compliant and instead have a separate resolution of protest. City Manager Donlevy stated it would be fine to take out the sixth whereas on each resolution which contained the protest.

Motion made by Board Member Chapman, second by Board Member Saylor to adopt Resolution OB-2012-06 A Resolution Approving an Amended Recognized Obligation Payment Schedule (ROPS) for January 1, 2012 - June 30, 2012 with the protest language removed. Discussion followed: Board Member Saylor said he would support the motion and would then support having a strong letter of protest signed by the Chair or by the entire Board. Board Member Anderson asked that they all be linked somehow. City Manager Donlevy said the protest language could be removed to move the resolutions forward. He added that the City attorneys are looking at this and it can come back at the next meeting. Chair Justus commented that if the words "under protest" are removed that it removes the threat. Board Member Chapman commented the rationale is the need for approval of the ROPS. She pointed out that the protest language is so far down the resolution that it might not even be seen. The motion carried with the following vote:

**AYES:** Anderson, Chapman, Justus, Mills, Romney and Saylor  
**NOES:** None  
**ABSENT:** Hahn  
**ABSTAIN:** None

Following the vote Board Member Saylor commented that if there is a time urgency he would be happy with the Chair sending a letter of protest. Board Member Anderson agreed that that could happen fast. Chair Justus asked if a resolution was required for a letter to be sent. City Manager Donlevy replied "no."

2. Consideration of Resolution OB-2012-05 – A Resolution Approving the July 2012 through December 2012 Recognized Obligation Payment Schedule (ROPS)

Director of Financial Management reported that ROPS number two is due to the County on May 11, 2012. The updated form removes the items that are not allowed by DOF. Basically this ROPS is the same as the other except the need to collect money for next March payments – half of the \$250k administrative cost rounded up at \$21k a month

and then the pass through. There are fewer obligations on this report because some things have already moved off. The next report will have even fewer items.

Motion made by Board Member Mills to adopt Resolution OB-2012-05 – A Resolution Approving the July 2012 through December 2012 Recognized Obligation Payment Schedule (ROPS) with the omission of the sixth whereas, motion seconded by Board Member Chapman. No discussion, motion carried with the following vote:

**AYES:** Anderson, Chapman, Justus, Mills, Romney and Saylor  
**NOES:** None  
**ABSENT:** Hahn  
**ABSTAIN:** None

Chair Justus requested that for clarity the title of the meeting room located across the street in the former hula studio be changed. Several different groups use the room for a variety of purposes. Board Member Mills suggested it be referred to as just "studio." Chair Justus said that or possibly multi-purpose studio. Director of Financial Management Gunby said she would make the change.

3. Status of Department of Finance Review of January 1-June 30, 2012  
ROPS

Director of Financial Management Gunby reported that this item was somewhat covered earlier during agenda Item 1. She said that DOF asked that copies of all rental agreements, loans, bond documents, pass through agreements, everything except our administrative costs be sent to them. Gunby stated that she believed someone else will be looking at our 2<sup>nd</sup> ROPS. Board Member Romney asked if she thought they would notice if we left the three previously denied items in the second ROPS. Gunby replied yes and that she also had checked with the attorneys about it. She said that the DOF had auditors out here looking at checks and invoices from January 1, 2012 until they left last Monday, that the DOF is looking under every stone to disallow everything they can. The two ROPS approved today will go to DOF and they will then have three days to comment.

Chair Justus asked if any money had actually been paid back on the loans or if we were just carrying them on the books. Gunby replied that we were carrying them. City Manager Donlevy stated that we were doing redevelopment and not paying it back directly, we were doing what we were supposed to do. Chair Justus asked about the second item of 11.9 million – 20% to moderate and low income housing. Gunby said we have not given the County that money yet on the advice of our attorneys. We will be talking with the County to determine when that transfer will occur. She stated that there are cash flow issues and we need to keep funds to meet our payment obligations. Donlevy added that we will never transfer our bond proceeds because the minute they are transferred it is a violation of Federal tax law.

4. Consideration of Meeting Rules of Order

City Manager Donlevy reported that upon review it is the recommendation of staff that Rosenberg's Rules of Order be adopted. Board Member Anderson said he wanted some changes made regarding the necessity of a minimum of four aye votes for any item to be approved as per that as per AB 1x 26 and that an abstention be counted as a "no" vote. Donlevy said it would be brought back at the next meeting in the form of a resolution to adopt Rosenberg's Rules of Order with the addition of language pertaining to the four vote minimum and abstentions counting as a "no" vote.

5. Status Update on AB 1X26 Clean-up Legislation- Information Item

City Manager Donlevy stated that there is nothing new to report at this time.

ADJOURNMENT: Chair Justus adjourned the meeting at 3:13 p.m.

---

Larry Justus, CHAIR

ATTEST:

---

Oversight Board Secretary



**OVERSIGHT BOARD FOR THE CITY OF WINTERS AS SUCCESSOR AGENCY TO THE  
WINTERS COMMUNITY DEVELOPMENT AGENCY**

**TO:** Honorable Chairperson and Members of the Oversight Board of the  
Successor Agency to the Dissolved Winters Community Development  
Agency

**DATE:** *June 11,*  
~~May 2,~~ 2012

**THROUGH:** John W. Donlevy, Jr., City Manager *John*

**FROM:** Shelly A. Gunby, Director of Financial Management *Shelly*

**SUBJECT:** Resolution of the Oversight Board of the Successor Agency to the dissolved  
Winters Community Development Agency approving a budget for 2012-  
2013 and 2013-2014

---

**RECOMMENDATION:**

Staff recommends that the Oversight Board, by motion, approve and adopt the attached resolution.

**BACKGROUND:**

The City of Winters, as the Successor Agency to the Dissolved Winters Community Development Agency adopted a budget for the Successor Agency on May 15, 2012 as a part of the regular budget resolution for the City of Winters.

**DISCUSSION:**

The City of Winters, and the City of Winters as Successor Agency to the Dissolved Winters Community Development Agency are required to adopt a budget for the following fiscal year before the end of the current fiscal year. The City of Winters adopted it's operating budget on May 15, 2012 with Resolution number 2012-22.

The Oversight Board of the Successor Agency to the Dissolved Winters Community Development Agency should review and pass a resolution adopting the budget of the Successor Agency.

The budget is attached.

**CEQA**

The actions taken by enactment of this Resolution do not commit the Oversight Board to any actions that may have a significant effect on the environment. As a result, such actions do not constitute projects subject to the requirements of the California Environmental Quality Act.

**FISCAL IMPACT:**

No funds are involved with the designation of the Oversight Board Contact.

**ATTACHMENTS:**

Successor Agency Budget  
Resolution OB- 2012-07

**RESOLUTION NO. OB-2012-07**

**A RESOLUTION OF THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE DISSOLVED COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF WINTERS, APPROVING THE SUCCESSOR AGENCY'S BUDGET FOR 2012-2013 AND 2013-2014**

**WHEREAS**, pursuant to Health and Safety Code section 34173(d), the City of Winters ("RDA Successor Agency") is the successor agency to the dissolved Community Development Agency of the City of Winters ("Agency"), confirmed by Resolution No. 2012-02 adopted on January 17, 2012; and

**WHEREAS**, Health and Safety Code section 34179(a) provides that each successor agency shall have an oversight board composed of seven members; and

**WHEREAS**, the Oversight Board is the RDA Successor Agency's oversight board pursuant to Health and Safety Code section 34179(a); and

**WHEREAS**, the RDA Successor Agency has submitted the Successor Agency's Budget to the Oversight Board.

**NOW, THEREFORE, THE OVERSIGHT BOARD OF THE SUCCESSOR AGENCY TO THE DISSOLVED COMMUNITY DEVELOPMENT AGENCY OF THE CITY OF WINTERS DOES HEREBY RESOLVE AS FOLLOWS:**

Section 1. Recitals. The Recitals set forth above are true and correct and are incorporated into this Resolution by this reference.

Section 2. CEQA Compliance. The approval of the Administrative Budget through this Resolution does not commit the Oversight Board to any action that may have a significant effect on the environment. As a result, such action does not constitute a project subject to the requirements of the California Environmental Quality Act.

Section 3. Approval of the Budget. The Oversight Board hereby approves and adopts the Budget for 2012-2013 and 2013-2014 in substantially the form attached to this Resolution as Exhibit A.

Section 4. Severability. If any provision of this Resolution or the application of any such provision to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of this Resolution that can be given effect without the invalid provision or application, and to this end the provisions of this Resolution are severable. The Oversight Board declares that the Oversight Board would have adopted this Resolution irrespective of the invalidity of any particular portion of this Resolution.

Section 5. Certification. The City Manager of the City of Winters or his/her designee, acting on behalf of the Oversight Board as its Secretary, shall certify to the adoption of this Resolution.

**Section 6. Effective Date.** Pursuant to Health and Safety Code section 34179(h), all actions taken by the Oversight Board may be reviewed by the State of California Department of Finance, and, therefore, this Resolution shall not be effective for three (3) business days, pending a request for review by the State of California Department of Finance.

**PASSED, APPROVED AND ADOPTED** this 11th day of June, 2012 by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

\_\_\_\_\_  
Larry Justus, Oversight Board Chairperson

ATTEST:

\_\_\_\_\_  
Oversight Board Secretary

**EXHIBIT A**

**SUCCESSOR AGENCY'S BUDGET**

**[Attached behind this page]**

City of Winters as Successor Agency to the Dissolved  
Winters Community Development Agency

	2011-2012	2012-2013	2013-2014
	Estimate	Budget	Budget
Debt Service	\$ 1,342,075	\$ 1,218,039	\$ 1,214,980
Enforceable Obligations	297,703	470,016	470,016
Pass through	149,687	149,687	149,687
Allocated Costs	119,200	250,000	250,000
Total Expenditures	<u>1,908,665</u>	<u>2,087,742</u>	<u>2,084,683</u>

City of Winters Housing Fund Bond Project Fund

	2011-2012	2012-2013	2013-2014
	Estimate	Budget	Budget
Housing Programs	\$ -	\$ 1,149,457	\$ -
Total Expenditures	<u>\$ -</u>	<u>\$ 1,149,457</u>	<u>\$ -</u>



**OVERSIGHT BOARD TO THE CITY OF WINTERS SUCCESSOR AGENCY  
TO THE WINTERS COMMUNITY DEVELOPMENT AGENCY**

**STAFF REPORT**

**TO:** Honorable Chairperson and Members of the Oversight Board  
**DATE:** June 11, 2012  
**FROM:** John W. Donlevy, Jr., City Manager  
**SUBJECT:** Adoption of Resolution OB-2012-08, A Resolution of the Oversight Board to the City of Winters Successor Agency to the Winters Community Development Agency Adopting Meeting Rules of Order

---

**RECOMMENDATION:**

That the Oversight Board adopt Resolution OB-2012-08, A Resolution of the Oversight Board to the City of Winters Successor Agency to the Winters Community Development Agency Adopting Meeting Rules of Order.

**BACKGROUND:**

To facilitate the smooth operation of meetings and to allow for public input it is recommended that the Oversight Board select a methodology for the conduct of board business. Previously the Oversight Board considered Rosenberg's Rules of Order, Revised (July 2011) and Robert's Rules of Order for the conduct of board business. At the May 2, 2012 Oversight Board meeting the Board requested that Rosenberg's Rules of Order, Revised (July 2011) be brought back with two amendments.

The first amendment requested is to ensure that the meeting rules of conduct are in compliance with the AB1X 26 requirement that it takes a majority of the Oversight Board to vote to take action and not just a majority of those in attendance at the meeting. The second amendment requested was that an "abstention" always be counted as a "no" vote.

The attached resolution if adopted will establish Rosenberg's Rules of Order, Revised (July 2011) as amended, as the rules for meeting conduct for the Winters Oversight Board.

**FISCAL IMPACT:**

None by this action.

**ATTACHMENTS:**

Resolution OB-2012-08  
Rosenberg's Rules of Order, Revised (July 2011)

**RESOLUTION OB-2012-08**  
**A RESOLUTION OF THE OVERSIGHT BOARD TO THE**  
**CITY OF WINTERS SUCCESSOR AGENCY TO THE**  
**WINTERS COMMUNITY DEVELOPMENT AGENCY ADOPTING**  
**MEETING RULES OF ORDER**

**WHEREAS**, the Oversight Board to the City of Winters Successor Agency to the Winters Community Development Agency desires to conduct its meetings in an orderly and open manner, and

**WHEREAS**, in order to facilitate meeting conduct in the above manner the Oversight Board to the City of Winters Successor Agency has chosen to adopt Rosenberg's Rules of Order, Revised (dated July 2011) with the following amendments, and

**WHEREAS**, in order to remain compliant with AB1X 26 the Oversight Board hereby amends Rosenberg's Rules of Order, Revised (dated July 2011) to reflect the requirement that it takes a majority of the Oversight Board to vote to take action, i.e. four or more votes, rather than a majority of the members present at a meeting, and

**WHEREAS**, the Oversight Board additionally amends Rosenberg's Rules of Order, Revised (dated July 2011) to clarify that an abstention by a member of the Oversight Board will be counted as a no vote,

**NOW, THEREFORE BE IT RESOLVED** by the Oversight Board to the City of Winters Successor Agency to the Winters Community Development Agency that the adoption of Rosenberg's Rules of Order, Revised (dated July 2011) with the above amendments is hereby approved for use in the conduct of its meetings.

**PASSED AND ADOPTED** by the Oversight Board to the City of Winters Successor Agency to the Winters Community Development Agency, the 11th day of June 2012 by the following vote:

**AYES:**

**NOES:**

**ABSTAIN:**

**ABSENT:**

---

**Larry Justus, Chair**

**ATTEST:**

---

**John W. Donlevy, Jr.**  
**Oversight Secretary**

# **“Rosenberg’s Rules of Order, Revised”**

*(Simple Rules of Parliamentary Procedure for the 21st Century)*

*By Judge Dave Rosenberg*

*(First Revision dated July 2011)*

## **Introduction**

The rules of procedure at meetings should be simple enough for most people to understand. Unfortunately, that has not always been the case. Virtually all clubs, associations, boards, councils and bodies follow a set of rules – “Robert’s Rules of Order” – which are embodied in a small, but complex, book. Virtually no one I know has actually read this book cover to cover. Worse yet, the book was written for another time, and for another purpose. If one is chairing or running a Parliament, then “Robert’s Rules of Order” is a dandy and quite useful handbook for procedure in that complex setting. On the other hand, if one is running a meeting of, say, a 5-member body with a few members of the public in attendance, a simplified version of the rules of parliamentary procedure is in order.

Hence, the birth of “Rosenberg’s Rules of Order.”

What follows is my version of the rules of parliamentary procedure, based on my 20 years of experience chairing meetings in state and local government. These rules have been simplified for the smaller bodies we chair or in which we participate, slimmed down for the 21st Century, yet retaining the basic tenets of order to which we have grown accustomed. Interestingly enough, Rosenberg’s Rules has found a welcoming audience. Hundreds of cities, counties, special districts, committees, boards, commissions, neighborhood associations and private corporations and companies have adopted Rosenberg’s Rules in lieu of Robert’s Rules because they have found them practical, logical, simple, easy to learn, and user friendly.

This treatise on modern parliamentary procedure is built on a foundation supported by the following four pillars: (1) Rules should establish order. The first purpose of rules of parliamentary procedure is to establish a framework for the orderly conduct of meetings. (2) Rules should be clear. Simple rules lead to wider understanding and participation. Complex rules create two classes: those who understand and participate; and those who do not fully understand and do not fully participate. (3) Rules should be user friendly. That is, the rules must be simple enough that the public is invited into the body and feels that it has participated in the process. (4) Rules should enforce the will of the majority while protecting the rights of the minority. The ultimate purpose of rules of procedure is to encourage discussion and to facilitate decision-making by the body. In a democracy, majority rules. The rules must enable the majority to express itself and fashion a result, while permitting the minority to also express itself, but not dominate, and fully participate in the process.

## **Establishing a Quorum**

The starting point for a meeting is the establishment of a quorum. A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. The default rule is that a quorum is one more than half the body. So, for example, in a five-member body a quorum is three. When the body has three members present, it can legally transact business. If the body has less than a quorum of members present, it cannot legally transact business. And even if the body has a quorum to begin the meeting, the body can lose the quorum during the meeting when a member departs (or even when a member leaves the dais), and when that occurs the body loses its ability to transact business until and unless a quorum is reestablished.

The default rule, identified above, however, gives way to a specific rule of the body which establishes a quorum. So, for example, the rules of a particular five-member body may indicate that a quorum is four members for that particular body. The body must follow the rules it has established for its quorum. In the absence of such a specific rule, the quorum is one more than half the members of the body.

### **The Role of the Chair**

While all members of the body should know and understand the rules of parliamentary procedure, it is the Chair of the body who is charged with applying the rules in the conduct of the meeting. The Chair should be well versed in those rules. The Chair, for all intents and purposes, makes the final ruling on the rules every time the Chair states an action. In fact, all decisions by the Chair are final unless overruled by the body itself.

Since the Chair runs the conduct of the meeting, it is usual courtesy for the Chair to play a less active role in the debate and discussion than other members of the body. This does not mean that the Chair should not participate in the debate or discussion. To the contrary, the Chair as a member of the body has the full right to participate in the debate, discussion and decision-making of the body. What the Chair should do, however, is strive to be the last to speak at the discussion and debate stage, and the Chair should not make or second a motion unless the Chair is convinced that no other member of the body will do so at that point in time.

### **The Basic Format for an Agenda Item Discussion**

Formal meetings normally have a written, often published agenda. Informal meetings may have only an oral or understood agenda. In either case, the meeting is governed by the agenda and the agenda constitutes the body's agreed-upon roadmap for the meeting. And each agenda item can be handled by the Chair in the following basic format:

First, the Chair should clearly announce the agenda item number and should clearly state what the agenda item subject is. The Chair should then announce the format (which follows) that will be followed in considering the agenda item.

Second, following that agenda format, the Chair should invite the appropriate person or persons to report on the item, including any recommendation that they might have. The appropriate

person or persons may be the Chair, a member of the body, a staff person, or a committee chair charged with providing input on the agenda item.

Third, the Chair should ask members of the body if they have any technical questions of clarification. At this point, members of the body may ask clarifying questions to the person or persons who reported on the item, and that person or persons should be given time to respond.

Fourth, the Chair should invite public comments, or if appropriate at a formal meeting, should open the public meeting for public input. If numerous members of the public indicate a desire to speak to the subject, the Chair may limit the time of public speakers. At the conclusion of the public comments, the Chair should announce that public input has concluded (or the public hearing as the case may be is closed).

Fifth, the Chair should invite a motion. The Chair should announce the name of the member of the body who makes the motion.

Sixth, the Chair should determine if any member of the body wishes to second the motion. The Chair should announce the name of the member of the body who seconds the motion. (It is normally good practice for a motion to require a second before proceeding with it, to ensure that it is not just one member of the body who is interested in a particular approach. However, a second is not an absolute requirement, and the Chair can proceed with consideration and vote on a motion even when there is no second. This is a matter left to the discretion of the Chair.)

Seventh, if the motion is made and seconded, the Chair should make sure everyone understands the motion. This is done in one of three ways: (1) The Chair can ask the maker of the motion to repeat it. (2) The Chair can repeat the motion. (3) The Chair can ask the secretary or the clerk of the body to repeat the motion.

Eighth, the Chair should now invite discussion of the motion by the body. If there is no desired discussion, or after the discussion has ended, the Chair should announce that the body will vote on the motion. If there has been no discussion or very brief discussion, then the vote on the motion should proceed immediately and there is no need to repeat the motion. If there has been substantial discussion, then it is normally best to make sure everyone understands the motion by repeating it.

Ninth, the Chair takes a vote. Simply asking for the "ayes", and then asking for the "nays" normally does this. If members of the body do not vote, then they "abstain". Unless the rules of the body provide otherwise (or unless a super-majority is required as delineated later in these rules) then a simple majority (as defined in law or the rules of the body as delineated later in these rules) determines whether the motion passes or is defeated.

Tenth, the Chair should announce the result of the vote and should announce what action (if any) the body has taken. In announcing the result, the Chair should indicate the names of the members of the body, if any, who voted in the minority on the motion. This announcement might take the following form: "The motion passes by a vote of 3-2, with Smith and Jones dissenting. We have passed the motion requiring 10 days notice for all future meetings of this body."

## Motions in General

Motions are the vehicles for decision-making by a body. It is usually best to have a motion before the body prior to commencing discussion of an agenda item. This helps the body focus.

Motions are made in a simple two-step process. First, the Chair should recognize the member of the body. Second, the member of the body makes a motion by preceding the member's desired approach with the words: "I move . . . ." So, a typical motion might be: "I move that we give 10-day's notice in the future for all our meetings."

The Chair usually initiates the motion by either (1) Inviting the members of the body to make a motion. "A motion at this time would be in order." (2) Suggesting a motion to the members of the body. "A motion would be in order that we give 10-day's notice in the future for all our meetings." (3) Making the motion. As noted, the Chair has every right as a member of the body to make a motion, but should normally do so only if the Chair wishes to make a motion on an item but is convinced that no other member of the body is willing to step forward to do so at a particular time.

## The Three Basic Motions

There are three motions that are the most common and recur often at meetings:

The basic motion. The basic motion is the one that puts forward a decision for the body's consideration. A basic motion might be: "I move that we create a 5-member committee to plan and put on our annual fundraiser."

The motion to amend. If a member wants to change a basic motion that is before the body, they would move to amend it. A motion to amend might be: "I move that we amend the motion to have a 10-member committee." A motion to amend takes the basic motion which is before the body and seeks to change it in some way.

The substitute motion. If a member wants to completely do away with the basic motion that is before the body, and put a new motion before the body, they would move a substitute motion. A substitute motion might be: "I move a substitute motion that we cancel the annual fundraiser this year."

"Motions to amend" and "substitute motions" are often confused. But they are quite different, and their effect (if passed) is quite different. A motion to amend seeks to retain the basic motion on the floor, but modify it in some way. A substitute motion seeks to throw out the basic motion on the floor, and substitute a new and different motion for it. The decision as to whether a motion is really a "motion to amend" or a "substitute motion" is left to the chair. So that if a member makes what that member calls a "motion to amend", but the Chair determines that it is really a "substitute motion", then the Chair's designation governs.

## Multiple Motions Before the Body

There can be up to three motions on the floor at the same time. The Chair can reject a fourth motion until the Chair has dealt with the three that are on the floor and has resolved them. As a practical matter, more than three motions on the floor at one time tends to be too confusing and unwieldy for most everyone – so keep the maximum at three at three for the sake of clarity.

When there are two or three motions on the floor (after motions and seconds) at the same time, the vote should proceed first on the last motion that is made. So, for example, assume the first motion is a basic “motion to have a 5-member committee to plan and put on our annual fundraiser.” During the discussion of this motion, a member might make a second motion to “amend the main motion to have a 10-member committee, not a 5-member committee to plan and put on our annual fundraiser.” And perhaps, during that discussion, a member makes yet a third motion as a “substitute motion that we not have an annual fundraiser this year.” The proper procedure would be as follows:

First, the Chair would deal with the third (the last) motion on the floor, the substitute motion. After discussion and debate, a vote would be taken first on the third motion. If the substitute motion passed, it would be a substitute for the basic motion and would eliminate it. The first motion would be moot, as would the second motion (which sought to amend the first motion), and the action on the agenda item would be completed on the passage by the body of the third motion (the substitute motion). No vote would be taken on the first or second motions.

Second, if the substitute motion failed, the Chair would now deal with the second (now, the last) motion on the floor, the motion to amend. The discussion and debate would focus strictly on the amendment (should the committee be 5 members or 10 members). If the motion to amend passed the Chair would now move to consider the main motion (the first motion) as amended. If the motion to amend failed the Chair would now move to consider the main motion (the first motion) in its original format, not amended.

Third, the Chair would now deal with the first motion that was placed on the floor. The original motion would either be in its original format (5-member committee), or, if amended, would be in its amended format (10-member committee). And the question on the floor for discussion and decision would be whether a committee should plan and put on the annual fundraiser.

### **To Debate or Not to Debate**

The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the body. The debate can continue as long as members of the body wish to discuss an item, subject to the decision of the Chair that it is time to move on and take action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the body to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the Chair must immediately call for a vote of the body without debate on the motion):

A motion to adjourn. This motion, if passed, requires the body to immediately adjourn to its next regularly scheduled meeting. It requires a simple majority vote.

A motion to recess. This motion, if passed, requires the body to immediately take a recess. Normally, the Chair determines the length of the recess which may be a few minutes or an hour. It requires a simple majority vote.

A motion to fix the time to adjourn. This motion, if passed, requires the body to adjourn the meeting at the specific time set in the motion. For example, the motion might be: "I move we adjourn this meeting at midnight." It requires a simple majority vote.

A motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on "hold". The motion can contain a specific time in which the item can come back to the body: "I move we table this item until our regular meeting in October." Or the motion can contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the body will have to be taken at a future meeting. A motion to table an item (or to bring it back to the body) requires a simple majority vote.

A motion to limit debate. The most common form of this motion is to say: "I move the previous question" or "I move the question" or "I call the question" or simply "question." (As a practical matter, when a member calls for the "question" the chair can expedite things by simply asking the body if anyone wishes to continue discussing the underlying matter. If no one wishes to discuss it further, the chair can proceed to a vote on the underlying matter – without having to vote on the "question". On the other hand, if even one member of the body wishes further discussion and debate on the underlying matter, then the chair has to treat the call for the "question" as a motion and proceed accordingly.) When a member of the body makes such a motion for the "question", the member is really saying: "I've had enough debate. Let's get on with the vote". When such a motion is made, the Chair should ask for a second, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a 2/3 vote of the body. Note: that a motion to limit debate could include a time limit. For example: "I move we limit debate on this agenda item to 15 minutes." Even in this format, the motion to limit debate requires a 2/3 vote of the body. A similar motion is a motion to object to consideration of an item. This motion is not debatable, and if passed, precludes the body from even considering an item on the agenda. It also requires a 2/3 vote.

### **Majority and Super-Majority Votes**

In a democracy, a simple majority vote determines a question. A tie vote means the motion fails. So in a 7-member body, a vote of 4-3 passes the motion. A vote of 3-3 with one abstention means the motion fails. If one member is absent and the vote is 3-3, the motion still fails.

All motions require a simple majority, but there are a few exceptions. The exceptions come up when the body is taking an action which, effectively, cuts off the ability of a minority of the body to take an action or discuss an item. These extraordinary motions require a 2/3 majority (a super-majority) to pass:

Motion to limit debate. Whether a member says “I move the previous question” or “I move the question” or “I call the question” or “I move to limit debate”, it all amounts to an attempt to cut off the ability of the minority to discuss an item, and it requires a 2/3 vote to pass.

Motion to close nominations. When choosing officers of the body (like the Chair) nominations are in order either from a nominating committee or from the floor of the body. A motion to close nominations effectively cuts off the right of the minority to nominate officers, and it requires a 2/3 vote to pass.

Motion to object to the consideration of a question. Normally, such a motion is unnecessary since the objectionable item can be tabled, or defeated straight up. However, when members of a body do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable, and it requires a 2/3 vote to pass.

Motion to suspend the rules. This motion is debatable, but requires a 2/3 vote to pass. If the body has its own rules of order, conduct or procedure, this motion allows the body to suspend the rules for a particular purpose. For example, the body (a private club) might have a rule prohibiting the attendance at meetings by non-club members. A motion to suspend the rules would be in order to allow a non-club member to attend a meeting of the club on a particular date or on a particular agenda item.

### **Counting Votes**

The matter of counting votes starts simple, but can become complicated.

Usually, it's pretty easy to determine whether a particular motion passed or whether it was defeated. If a simple majority vote is needed to pass a motion, then one vote more than 50% of the body is required. So, for example, in a five-member body, if the vote is 3 in favor and 2 opposed, the motion passes. If it is 2 in favor and 3 opposed, the motion is defeated.

If a two-thirds majority vote is needed to pass a motion, then how many affirmative votes are required? The simple rule of thumb is to count the “no” votes and double that count to determine how many “yes” votes are needed to pass a particular motion. So, for example, in a seven-member body, if 2 members vote “no” then the “yes” vote of at least 4 members is required to achieve a two-thirds majority vote to pass the motion.

What about tie votes? In the event of a tie vote, the motion always fails since an affirmative vote is required to pass any motion. So, for example, in a five member body, if the vote 2 in favor and 2 opposed, with 1 member absent, the motion is defeated.

Vote counting starts to become complicated when members vote “abstain” or in the case of a written ballot, cast a blank (or unreadable) ballot. Do these votes count, and if so, how does one count them? The starting point is always to check the statutes.

In California, for example, for an action of a board of supervisors to be valid and binding, the action must be approved by a majority of the board. California Government Code Section 25005.

Typically, this means 3 of the 5 members of the board must vote affirmatively in favor of the action. A vote of 2 to 1 would not be sufficient. A vote of 3 to 0 with two abstentions would, be sufficient. In general law cities in California, as another example, resolutions or orders for the payment of money and all ordinances require a recorded vote of the total members of the city council. California Government Code Section 36936. Cities with charters may prescribe their own vote requirements. Local elected officials are always well-advised to consult with their local agency counsel on how state law may affect the vote count.

After consulting state statutes, step number two is to check the rules of the body. If the rules of the body say that you count votes of "those present" then you treat abstentions one way. However, if the rules of the body say that you count the votes of those "present and voting" then you treat abstentions a different way. And if the rules of the body are silent on the subject, then the general rule of thumb (and default rule) is that you count all votes that are "present and voting". Accordingly, under the "present and voting" system you would NOT count abstain votes on the motion. Members who abstain are counted for purposes of determining quorum (they are "present"), but you treat the abstention votes on the motion as if they did not exist (they are not "voting"). On the other hand, if the rules of the body specifically say that you count votes of those "present" then you DO count abstain votes both in establishing the quorum and on the motion. In this event, the abstention votes act just like "no" votes.

How does this work in practice? Let's look at a few examples.

Let's assume that we have a five-member city council voting on a motion that requires a simple majority vote to pass, and let's assume further that the body has no specific rule on counting votes. Accordingly, the default rule kicks in and we count all votes of members that are "present and voting". If the vote on the motion is 3-2, the motion passes. If the motion is 2-2 with 1 abstention, the motion fails.

Let's assume we have a five-member city council voting on a motion that requires a two-thirds majority vote to pass, and let's further assume that the body has no specific rule on counting votes. Again, the default rule applies. If the vote is 3-2, the motion fails for lack of a two-thirds majority. If the vote is 4-1, the motion passes with a clear two-thirds majority. A vote of 3 "yes", 1 "no" and 1 "abstain" also results in passage of the motion. Once again, the abstention is counted only for the purpose of determining quorum, but on the actual vote on the motion, it is as if the abstention vote never existed – so an effective 3-1 vote is clearly a two-thirds majority vote.

Now, let's change the scenario slightly. Let's assume the same five-members city council voting on a motion that requires a two-thirds majority vote to pass, but let's now assume that the body DOES have a specific rule requiring a two-thirds vote of members "present". Under this specific rule, we must count the members present not only for quorum but also for the motion. In this scenario, any abstention has the same force and effect as if it were a "no" vote. Accordingly, if the vote were 3 "yes", 1 "no" and 1 "abstain", then the motion fails. The abstention in this case is treated like a "no" vote and effective vote of 3-2 is not enough to pass two-thirds majority muster.

And, how, exactly, does a member cast an “abstention” vote? Any time a member votes “abstain” or says “I abstain”, that is an abstention. However, if a member votes “present” that is also treated as an abstention (the member is, essentially, saying, “count me for purposes of a quorum, but my vote on the issue is abstain”). In fact, any manifestation of intention to vote neither “yes” nor “no” on the pending motion may be treated by the chair as an abstention. And if written ballots are cast, a blank or unreadable ballot is counted as an abstention as well.

Can a member vote “absent” or “count me as absent”? Interesting question. The ruling on this is up to the chair. The better approach is for the chair to count this as if the member had left his/her chair and is actually “absent”. That, of course, affects the quorum. However, the chair may also treat this as a vote to abstain, particularly if the person does not actually leave the dais.

### **The Motion to Reconsider**

There is a special and unique motion that requires a bit of explanation all by itself; the motion to reconsider. A tenet of parliamentary procedure is finality. After vigorous discussion, debate and a vote, there must be some closure to the issue. And so, after a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to consider is made and passed.

A motion to reconsider requires a majority vote to pass like other garden-variety motions, but there are two special rules that apply only to the motion to reconsider.

First, is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon. A motion to reconsider made at a later time is untimely. (The body, however, can always vote to suspend the rules and, by a two-thirds majority, allow a motion to reconsider to be made at another time.)

Second, a motion to reconsider may be made only by certain members of the body. Accordingly, a motion to reconsider may be made only by a member who voted in the majority on the original motion. If such a member has a change of heart, he or she may make the motion to reconsider (any other member of the body – including a member who voted in the minority on the original motion - may second the motion). If a member who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order. The purpose of this rule is finality. If a member of minority could make a motion to reconsider, then the item could be brought back to the body again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the body, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

### **Courtesy and Decorum**

The rules of order are meant to create an atmosphere where the members of the body and the members of the public can attend to business efficiently, fairly and with full participation. At the same time, it is up to the Chair and the members of the body to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to

have the floor, and it is always best for every speaker to be first recognized by the Chair before proceeding to speak.

The Chair should always ensure that debate and discussion of an agenda item focuses on the item and the policy in question, not the personalities of the members of the body. Debate on policy is healthy, debate on personalities is not. The Chair has the right to cut off discussion that is too personal, is too loud, or is too crude.

Debate and discussion should be focused, but free and open. In the interest of time, the Chair may, however, limit the time allotted to speakers, including members of the body.

Can a member of the body interrupt the speaker? The general rule is “no.” There are, however, exceptions. A speaker may be interrupted for the following reasons:

Privilege. The proper interruption would be: “point of privilege.” The Chair would then ask the interrupter to “state your point.” Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person’s ability to hear.

Order. The proper interruption would be: “point of order.” Again, the Chair would ask the interrupter to “state your point.” Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting. For example, if the Chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

Appeal. If the Chair makes a ruling that a member of the body disagrees with, that member may appeal the ruling of the chair. If the motion is seconded, and after debate, if it passes by a simple majority vote, then the ruling of the Chair is deemed reversed.

Call for orders of the day. This is simply another way of saying, “Let’s return to the agenda.” If a member believes that the body has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the Chair discovers that the agenda has not been followed, the Chair simply reminds the body to return to the agenda item properly before them. If the Chair fails to do so, the Chair’s determination may be appealed.

Withdraw a motion. During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the Chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other member may make the motion if properly recognized.

### **Special Notes About Public Input**

The rules outlined above will help make meetings very public-friendly. But in addition, and particularly for the Chair, it is wise to remember three special rules that apply to each agenda item:

Rule One: Tell the public what the body will be doing.

Rule Two: Keep the public informed while the body is doing it.

Rule Three: When the body has acted, tell the public what the body did.

### **About the Author**

Dave Rosenberg is a Superior Court Judge He has served as Presiding Judge of his Superior Court for two terms, as well as Presiding Judge of the Superior Court Appellate Division. He has also served as Chairman of the Trial Court Presiding Judges Advisory Committee (composed of all 58 California Superior Court Presiding Judges) and as an advisory member of the California Judicial Council. Judge Rosenberg was first appointed to the bench by the Governor of California in 2003, and has been subsequently elected to office. Prior to his appointment to the Bench, Rosenberg served as an elected County Supervisor representing the 4th district in Yolo County, and also served as Director of Community and Intergovernmental Relations, Director of Operations, and Senior Advisor to the Governor of California. He has served as a member and chair of numerous state, regional, and local boards, both appointed and elected. He has served as a member of the Davis City Council member for 12 years, including two terms as Mayor of Davis. He served two terms as Chairman of the Board of Supervisors. He also chaired the California State Lottery Commission, the California Victim Compensation and Government Claims Board, the Yolo County Economic Development Commission, and the Yolo County Criminal Justice Cabinet. He has served as Chairman of the California Law Revision Commission and as Chairman of the District Securities Advisory Commission, the Yolo-Solano Air Quality Management District, and as a member of the California Council on Criminal Justice Planning and the California Commission on State Mandates. For many years, he has taught classes on parliamentary procedure and has served as parliamentarian for large and small bodies.

####