

RULES OF PROCEDURE FOR THE Eastern Carolina Workforce Development Board, Inc.

These rules shall govern the conduct of the Eastern Carolina Workforce Development Board, Inc. in the conduct of official meetings. This document has used the North Carolina Institute of Government model advanced in the publication Suggested Rules of Procedure for Small Local Government Councils model.

Rule 1. Regular Meetings

The Board shall adopt at its Regular May Board Meeting a schedule of meeting dates for Regular Board Meetings, Committee Meetings and Annual Banquet for the next program year. The schedule shall give the time and location where meetings will be held. This schedule shall reflect any deviation that holiday events would cause from a normal monthly cycle. Following the adoption of the annual schedule by the Board, the schedule shall be published in compliance with publication mandates of the state of North Carolina.

Rule 2. Special, Emergency, and Recessed Meetings

(a) **Special Meetings.** The Chairman (or any two Board Directors) may at any time call a Special Meeting of the Board. At least forty-eight hours before a Special Meeting called in this manner, written notice of the meeting stating its time and place and the subjects to be considered shall be (1) given to each Board Director; (2) posted on the Board's website, and at the door of the Board's office and to any person or media organization that has requested in writing that such notice be given to them.

A Special Meeting may also be called or scheduled by vote of the Board in open session during another duly called meeting. The motion or resolution calling or scheduling the special meeting shall specify its time, place, and purpose. At least forty-eight hours before a special meeting called in this manner, notice of the meeting stating its time and place and the subjects to be considered shall be given to each Board Director. Such notice shall also be mailed or sent electronically at least forty-eight hours before the meeting to each Board Director not present at the meeting at which the special meeting was called or scheduled.

Only those items of business specified in the notice may be discussed or transacted at a special meeting, unless (1) all Directors are present and (2) the Board determines in good faith at the meeting that it is essential to discuss or act on the item immediately.

(b) **Emergency Meetings.** The Chairman (or a majority of the Directors) may at any time call an emergency meeting of the Board by signing a written notice stating the time and place of the meeting and the subjects to be considered. Written or oral notice of the meeting shall be given to each Board Director. Further, notice shall be given to any person or media organization that has requested in writing that such notice be given to them.

Emergency meetings may be called only because of generally unexpected circumstances that require immediate consideration by the Board. Only business connected with the emergency may be considered at an emergency meeting.

(c) **Recessed Meetings.** A properly called regular, special, or emergency meeting may be recessed to a time and place certain by a procedural motion made and adopted as provided in Rule 15(b), Motion 2, in open session during the regular, special, or emergency meeting. The motion shall state the time and place when the meeting will reconvene. No further notice need be given of such a recessed session of a properly called regular, special, or emergency meeting.

Rule 3. Agenda

(a) **Proposed Agenda.** The Executive Director shall prepare a proposed agenda for each meeting. A request to have an item of business placed on the agenda must be received at least two working days before the meeting. Any Board Director may, by a timely request, have an item placed on the proposed agenda. A copy of all proposed discussion items shall be attached to the proposed agenda. An agenda package shall be prepared that includes, for each item of business placed on the proposed agenda, as much background information on the subject as is available and feasible to reproduce. Each Board Director shall receive a copy of the proposed agenda and agenda package and it shall be available for public inspection when it is distributed to the Board Directors.

(b) **Adoption of the Agenda.** As the first order of business at each meeting, the Board shall, as specified in Rule 5, discuss and revise the proposed agenda and adopt an agenda for the meeting. The Board may by majority vote add items to or subtract items from the proposed agenda, except that the Board may not add items on the agenda of a special meeting unless (a) all Directors are present and (b) the Board determines in good faith at the meeting that it is essential to discuss or act on the item immediately. If items are proposed to be added to the agenda, the Board may, by majority vote, require that written copies of particular documents connected with the items be made available at the meeting to all Board directors.

The Board may designate certain agenda items "for discussion and possible action." Such designation means that the Board intends to discuss the general subject area of that agenda item before making any motion concerning that item.

(c) **Open Meetings Requirement.** The Board shall not deliberate, vote, or otherwise take action on any matter by reference to a letter, number or other designation, or other secret device or method, with the intention of making it impossible for persons attending a meeting of the Board to understand what is being deliberated, voted, or acted on. However, the Board may deliberate, vote or otherwise take action by reference to an agenda, if copies of the agenda - sufficiently worded to enable the public to understand what is being deliberated, voted, or acted on - are available for public inspection at the meeting.

Rule 4. Public Address to the Board

Any individual or group who wishes to address the Board can make a request at least two days in advance of the meeting to be on the agenda to the Executive Director. However, the Board shall determine at the meeting whether it will hear the individual or group.

Rule 5. Order of Business

Items shall be placed on the agenda according to the order of business. The order of business for each regular meeting shall be as follows:

- Discussion and revision of the proposed agenda; adoption of an agenda
- Approval of the minutes
- Committee reports
- Administrative reports
- New business
- Informal discussion and public comment

By general consent of the Board, items may be considered out of order.

Rule 6. Presiding Officer

The Chairman of the Board shall preside at Board meetings if he or she is present, unless he or she becomes actively engaged in debate on a particular matter. The Chairman may only vote to break a tie. In order to address the Board, a Director must be recognized by the Chairman.

If the Chairman is absent, the Vice-Chairman shall preside. If both the Chairman and the Vice Chairman are absent, the Secretary/Treasurer shall preside. In his/her absence another Director designated by vote of the Board shall preside. The Chairman or other Director who is temporarily presiding retains all of his or her rights as a Director, including the right to make motions and the right to vote.

If the presiding person becomes actively involved in debate on a particular matter, he or she may designate another Board Director to preside over the debate. The presiding individual shall resume presiding as soon as action on the matter is concluded.

The presiding officer shall have the following powers:

- To rule motions in or out of order, including any motion patently offered for obstructive or dilatory purposes;
- To determine whether a speaker has gone beyond reasonable standards of courtesy in his remarks and to entertain and rule on objections from other Directors on this grounds;
- To entertain and answer questions of parliamentary law or procedure;
- To call a brief recess at any time;
- To adjourn in an emergency.

A decision by the presiding officer under any of the first three powers listed may be appealed to the Board upon motion of any Director, pursuant to Rule 15, Motion 1. Such a motion is in order immediately after a decision under those powers is announced and at no other time. The Director making the motion need not be recognized by the presiding officer, and the motion, if timely made, may not be ruled out of order.

Rule 7. Action by the Board

The Board shall proceed by motion, except as otherwise provided for in Rules 2, 3 and 24. Any Director, excluding the Chairman, may make a motion.

Rule 8. Second Required

A motion requires a second from another Director, in order for the Chairman to *place the motion before*

the Board.

Rule 9. One Motion at a Time

A Director may make only one motion at a time.

Rule 10. Substantive Motions

A substantive motion is out of order while another substantive motion is pending.

Rule 11. Adoption by Majority Vote

A motion shall be adopted by a majority of the votes cast, a quorum as defined in Rule 21 being present, unless otherwise required by these rules, the Corporation's Articles of Incorporation or Bylaws, or the laws of North Carolina. A majority is more than half.

Rule 12. Voting by Written Ballot

The Board may choose by majority vote to use written ballots in voting on a motion. Such ballots shall be signed, and the minutes of the Board shall show the vote of each Director voting. The ballots shall be available for public inspection in the office of the Board immediately following the meeting at which the vote took place and until the minutes of that meeting are approved, at which time the ballots may be destroyed.

Rule 13. Debate

The Chairman shall state the motion and then open the floor to debate. The Chairman shall preside over the debate according to the following principles:

- The maker of the motion is entitled to speak first;
- A Director who has not spoken on the issue shall be recognized before someone who has already spoken;
- To the extent possible, the debate shall alternate between proponents and opponents of the measure.

Rule 14. Ratification of Actions

To the extent permitted by law, the Board may ratify actions taken on its behalf but without its prior approval. A motion to ratify is a substantive motion.

Rule 15. Procedural Motions

(a) **Certain Motions Allowed.** In addition to substantive proposals, only the following procedural motions, and no others, are in order. Unless otherwise noted, each motion is debatable, may be amended, and requires a majority of the votes cast, a quorum being present, for adoption. Procedural motions are in order while a substantive motion is pending and at other times, except as otherwise noted.

(b) **Order of Priority of Motions.** In order of priority (if applicable), the procedural motions are:

Motion 1. To Appeal a Procedural Ruling of the Presiding Officer. A decision of the presiding officer ruling a motion in or out of order, determining whether a speaker has gone beyond reasonable standards of courtesy in his remarks, or entertaining and answering a question of parliamentary law or procedure may be appealed to the Board, as specified in Rule 6. This appeal is in order immediately after a decision is announced and at no other time. The Director making the motion need not be recognized by the presiding officer and the motion, if timely made, may not be ruled out of order.

Motion 2. To Adjourn. This motion may be made only at the conclusion of action on a pending substantive matter; it may not interrupt deliberation of a pending matter. A motion to recess or adjourn to a time and place certain shall also comply with the requirements of Rule 2(c).

Motion 3. To Take a Brief Recess. A motion to take a brief recess is in order at any time except when a motion to appeal a procedural ruling of the presiding officer or a motion to adjourn is pending. Under these rules, the presiding officer also has the power to call a brief recess at any time (see Rule 6).

Motion 4. Call to Follow the Agenda. The motion must be made at the first reasonable opportunity or it is waived.

Motion 5. To Suspend the Rules. The Board may not suspend provisions of the rules that state requirements imposed by law on the Board. For adoption, the motion requires an affirmative vote equal to two-thirds of the entire Board.

Motion 6. To Go into Closed Session. The Board may go into closed session only for one or more of the permissible purposes listed in North Carolina General Statute 143-318.11(a). The motion to go into closed session shall cite one or more of these purposes and shall be adopted at an open meeting. A motion based on North Carolina General Statute 143- 318.11(a)(1) shall also state the name or citation of the law that renders the information to be discussed privileged or confidential. A motion based on North Carolina General Statute 143-318.11(a)(3) shall identify the parties in each existing lawsuit concerning which the Board expects to receive advice during the closed session, if in fact such advice is to be received.

Motion 7. To Leave Closed Session. The motion provides a procedural mechanism for returning from closed session to an open meeting. Under the open meetings law, public bodies probably must return to open session once they have concluded their closed session business, even if they have no other business to transact except adjourning the meeting.

Motion 8. To Divide a Complex Motion and Consider It by Paragraph. The motion is in order whenever a Director wishes to consider and vote on subparts of a complex motion separately.

Motion 9. To Defer Consideration. The Board may defer a substantive motion for later consideration at an unspecified time. A substantive motion the consideration of which has been deferred expires 100 days thereafter unless a motion to revive consideration is adopted. If consideration of a motion has been deferred, a new motion with the same effect cannot be introduced while the deferred motion remains pending. A person who wishes to revisit the matter during that time must take action to revive consideration of the original motion (Rule 15(b), Motion 14), or else move to suspend the rules (Rule

15(b), Motion 5).

Motion 10. Motion for the Previous Question. The motion is not in order until each Director has had an opportunity to speak.

Motion 11. To Postpone to a Certain Time or Day. If consideration of a motion has been postponed, a new motion with the same effect cannot be introduced while the postponed motion remains pending. A Director who wishes to revisit the matter must either wait until the specified time or move to suspend the rules.

Motion 12. To Refer a Motion to a Committee. The Board may vote to refer a substantive motion to a committee for its study and recommendations. Sixty days or more after a substantive motion has been referred to a committee, the introducer of the substantive motion may compel consideration of the measure by the entire Board, whether or not the committee has reported the matter to the Board.

Motion 13. To Amend.

(a) An amendment to a motion must be pertinent to the subject matter of the motion. An amendment is improper if adoption of the motion with that amendment added would have the same effect as rejection of the original motion. A proposal to substitute completely different wording for a motion or an amendment shall be treated as a motion to amend.

(b) A motion may be amended, and that amendment may be amended, but no further amendments may be made until the last-offered amendment is disposed of by a vote.

(c) Any amendment to a proposed ordinance, policy, regulation or resolution shall be reduced to writing before the vote on the amendment.

Motion 14. To Revive Consideration. The Board may vote to revive consideration of any substantive motion earlier deferred by adoption of Motion 9 of Rule 15(b). The motion is in order at any time within 100 days after the day of a vote to defer consideration. A substantive motion on which consideration has been deferred expires 100 days after the deferral.

Motion 15. To Reconsider. The Board may vote to reconsider its action on a matter. The motion to do so must be made by a Director who voted with the prevailing side (the majority, except in the case of a tie; in that case the "nos" prevail) and only at the meeting during which the original vote was taken, including any continuation of that meeting through recess or adjournment to a time and place certain. The motion cannot interrupt deliberation on a pending matter but is in order at any time before final adjournment of the meeting.

Motion 16. To Rescind or Repeal. The Board may vote to rescind actions it has previously taken or to repeal items that it has previously adopted. The motion is not in order if rescission or repeal of an action is forbidden by law.

Rule 16. Renewal of Motion

A motion that is defeated may be renewed at any later meeting unless a motion to prevent

reconsideration has been adopted.

Rule 17. Withdrawal of Motion

A motion may be withdrawn by the introducer at any time before it is amended or before the Chairman puts the motion to a vote, whichever occurs first.

Rule 18. Duty to Vote

Every Director must vote unless excused by the remaining Directors of the Board. A Director who should be excused from voting shall so inform the Chairman, who shall take a vote of the remaining Directors. No Director shall be excused from voting except in cases involving conflicts of interest, as defined by the Board or by law, or the Director's official conduct, as defined by the Board. In all other cases, a failure to vote by a Director who is physically present in the Board meeting, or who has withdrawn without being excused by a majority vote of the remaining Directors present, shall be recorded as an affirmative vote.

Rule 19. Special Rules of Procedure

The Board may adopt special rules of procedure as circumstances warrant.

Rule 20. Closed Sessions

The Board may hold closed sessions as provided by law. The Board shall commence a closed session only after a motion to go into closed session has been made and adopted during an open meeting. The motion shall state the purpose of the closed session. If the motion is based on North Carolina General Statute 143-318.11(a)(1), (closed session to prevent the disclosure of privileged or confidential information or information that is not considered a public record), it must also state the name or citation of the law that renders the information to be discussed privileged or confidential. If the motion is based on North Carolina General Statute 143-318.11(a)(3), (consultation with attorney; handling or settlement of claims, judicial actions, mediations, arbitrations, or administrative procedures), it must identify the parties in any existing lawsuits concerning which the public body expects to receive advice during the closed session. The motion to go into closed session must be approved by the vote of a majority of those present and voting. The Board shall terminate the closed session by a majority vote, using Motion 7 of rule 15(b).

Only those actions authorized by statute may be taken in closed session (Rule 15(b), Motion 2).

Rule 21. Quorum

A majority of the actual membership of the Board (excluding vacant seats) shall constitute a quorum. A majority is more than half. The Chairman shall be considered a Director of the Board in determining the number on which a majority is based and in counting the number of Directors actually present. A Director who has withdrawn from a meeting without being excused by majority vote of the remaining Directors present shall be counted as present for purposes of determining whether or not a quorum is present.

Rule 22. Public Hearings

Public hearings required by law or deemed advisable by the Board shall be organized by a special order

that sets forth the subject, date, place, and time of the hearing as well as any rules regarding the length of time allotted for each speaker, and other pertinent matters. The special order is adopted by a majority vote. Its specifications may include, but are not limited to, rules fixing the maximum time allotted to each speaker, providing for the designation of spokespersons for groups of people supporting or opposing the same positions; providing for the selection of delegates from groups of persons supporting or opposing the same positions when the number of persons wishing to attend the hearing exceeds the capacity of the hall (so long as arrangements are made, in the case of hearings subject to the open meetings law, for those excluded from the hall to listen to the hearing), and providing for the maintenance of order and decorum in the conduct of the hearing.

All notice and other requirements of the open meetings law applicable to Board meetings shall also apply to public hearings at which a majority of the Board is present. Such a hearing is considered to be part of a regular or special meeting of the Board. These requirements also apply to hearings conducted by appointed or elected committees of the Board, if a majority of the committee is present. A public hearing for which any required notices have been given may be continued to a time and place certain without further advertisement. The requirements of Rule 2 (c) shall be followed in continuing a hearing at which a majority of the Board, or of a Board committee, as applicable, is present.

At the time appointed for the hearing, (the Board shall vote to open the hearing and) the Chairman or his or her designee shall call the hearing to order and then preside over it. When the allotted time expires, or earlier, if no one wishes to speak who has not done so, the presiding officer shall entertain a motion to end the hearing.

Rule 23. Minutes

Full and accurate minutes of the Board proceedings, including closed sessions, shall be kept. The Board shall also keep a general account of any closed session so that a person not in attendance would have a reasonable understanding of what transpired. These minutes and general accounts shall be open to inspection of the public, except as otherwise provided in the rule. The exact wording of each motion and the results of each vote shall be recorded in the minutes, and on the request of any Director of the Board, the entire Board shall be polled by name on any vote. Directors' and other persons' comments may be included in the minutes if the Board approves.

Minutes and general accounts of closed sessions may be sealed by action of the Board. Such sealed minutes and general accounts may be withheld from public inspection so long as public inspection would frustrate the purpose of the closed session.

Rule 24. Appointments

The Chairman may consider and make appointments to its committees, if any, at any regular meeting. For appointments to special Board committees, Board Directors may choose to either submit names for nomination, or may accept volunteers. The final committee roster shall be voted on by the entire Board.

Rule 25. Committees and Boards

(a) **Establishment and Appointment.** The Board may establish and appoint Directors for such temporary and standing committees and Boards as are required by law or needed to help carry out the

Board's work. Any specific provisions of law relating to particular committees and Boards shall be followed.

(b) **Open Meetings Law.** The requirements of the open meetings law shall apply to all elected or appointed authorities, Boards, commissions, councils, or other bodies that are composed of two or more directors and that exercise or are authorized to exercise legislative, policy-making, quasi-judicial, administrative, or advisory functions. However, the law's requirements shall not apply to a meeting solely among the Board's professional staff.

Rule 26. Amendment of the Rules

These rules may be amended at any regular meeting or at any properly called special meeting that includes amendment of the rules as one of the stated purposes of the meeting, unless a statute or a rule of the body that created the Board provides otherwise. Adoption of an amendment shall require an affirmative vote equal to a quorum.

Rule 27. Reference to *Robert's Rules of Order*

The Board shall refer to the current edition of *Robert's Rules of Order Newly Revised*, to answer procedural questions not resolved in these rules, so long as *RONR* does not conflict with North Carolina law or with the spirit of these rules.