

Approved By Board of Directors:  
September 10, 2013  
Amended by Board: October 15, 2013  
Amended by Board: November 26, 2013

## BY-LAWS

of

### WAYLAND-WESTON ROWING ASSOCIATION, INC.

#### **Section 1: ARTICLES OF ORGANIZATION, LOCATION, CORPORATE SEAL AND FISCAL YEAR**

1.1. Articles of Organization. The name and purposes of the Wayland-Weston Rowing Association, Inc. (“WWRA or the “corporation”) shall be set forth in its Articles of Organization. These By-laws, the powers of the corporation and of its Members (if any) and Directors and Officers, and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

1.2. Location. The principal office of the corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth. The Board shall establish a Post Office Box address for the receipt of all WWRA business correspondence.

1.3. Corporate Seal. The Directors may adopt and alter the seal of the corporation.

1.4. Fiscal Year. The fiscal year of the corporation shall end on December 31 in each year unless the Directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

1.5. Calendar of Events and Due Dates. At the annual meeting of the Board of Directors, the President shall present for the Board’s review and approval, a Fall-Spring Calendar which shall indicate all official WWRA events and all due dates for filings or other actions by the corporation. The Clerk, at the direction of the President, shall update the Fall-Spring Calendar as such dates may change or be added during the course of the Fall-Spring rowing season.

**Section 2: MEMBERS AND CHAPTERS**

2.1. Powers and Rights. The corporation shall not have Members. Any action or vote required or permitted to be taken by Members under Chapter 180 of the Massachusetts General Laws or otherwise, shall be taken by action or vote of the same percentage of Directors.

**Section 3: BOARD OF DIRECTORS.**

3.1. Powers. The affairs of the corporation shall be managed by the Directors who shall have and may exercise all the powers of the corporation.

3.2. Purpose. In managing the affairs of the corporation, a principal responsibility of the Board of Directors shall be to develop, and cause to be carried out, the long-term goals and strategies of the corporation.

3.3. Number; Composition; Election. The Board of Directors shall consist of no less than six (6) and no more than twenty (20) individuals, one third (1/3) of whom shall have had prior rowing experience. The Directors shall appoint a Nominating Committee which shall propose individuals to be elected at the annual meeting of the Board of Directors, based on the Nominating Committee's determination that such individuals possess the degree of interest, types of skills and experience needed to manage the affairs of the corporation consistent with the purposes of the WWRA program. At any special or regular meeting, the Directors may increase or decrease the number of Directors by a majority vote of the Directors then in office. Any election by the Directors shall be determined by a plurality of the votes cast by the Directors entitled to vote at the election. No ballot shall be required for such election.

3.4. Term of Office. Each Director shall hold office for a term of three (3) years. The terms of office shall be staggered by dividing the total number elected Directors into three (3) groups. Beginning in the fall of 2013, one group of Directors shall be elected to a one-year term, the second group of Directors shall be elected to a two-year term, and the third group of Directors shall be elected to a three-year term. Thereafter, Directors shall be elected annually and each shall serve for a term of three (3) years, or until the Director's successor is elected and qualified, or until the Director sooner dies, resigns, is removed or becomes disqualified. Upon request of a Director whose term of office is about to expire, the Board may approve a one year extension of the Director's term.

3.5. Good Standing. A Director who does not attend a minimum of two-thirds of the Board meetings in each calendar year shall automatically forfeit his or her position on the Board unless, upon the Board's review, at the request of the Director, the Board determines that the Director's failure to attend the required minimum number of meetings was for a valid reason.

3.6. Position of Director Emeritus. The Board may appoint a Director to the non-voting position of Director Emeritus in recognition of (a) significant and exceptional service to the corporation; or (b) when continued service in an advisory capacity is in the best interest of the

corporation, due to specialized or institutional knowledge; or (c) in other circumstances when an individual's continued service is deemed to be a critical need of the corporation.

(A) Duties and Responsibilities. A Director Emeritus shall advise the Board on the best interests of the WWRA and work to further the interests of WWRA. A Director Emeritus may participate in all or a portion of a Board Executive Session at the discretion of the Directors, such decision to be made by majority vote, if necessary.

(B) Term. The appointment of a Director to the position of Director Emeritus shall have no term limits. The appointment shall be until such status is rescinded by a vote of the majority of the Directors then eligible to vote, or until such time that an individual notifies the President of his/her resignation.

(C) Good Standing. A Director Emeritus who does not attend a minimum of one-third of the Board meetings in each calendar year shall automatically forfeit his or her position unless, upon the Board's review, at the request of the Director Emeritus, the Board determines that the Director Emeritus' failure to attend the required minimum number of meetings was for a valid reason.

(D) Appointment to the Board as a Director. A Director Emeritus may be appointed to serve on the Board as a Director, provided that (s)he meets all requirements, is duly appointed by the Board, and serves a period of one year unaffiliated with WWRA as either a Director or Director Emeritus. Appointment to the Board as a Director will result in the forfeiture of Director Emeritus status.

3.7. Board Committees. Each Board member shall serve on one or more of the following committees.

(A) Long-Range Planning Committee. There shall be a Long-Range Planning Committee whose purpose shall be to develop, in consultation with the Board, and present to the Board for its review and approval, a 5-year strategic plan for the WWRA. The Long-Range Planning Committee shall be chaired by the Chairman and include the President, the Vice President, and one other Director appointed by the Board.

(B) Standing Committees. The WWRA shall have the following Standing Committees which shall provide a written report through the President to the Board of Directors on a bi-monthly basis, or on such other basis as determined by the President and the Board:

- (1) Finance
- (2) Operations
- (3) Development
- (4) Volunteers

The Finance Committee shall be chaired by the Treasurer. Except for the Operations Committee, which may be chaired by the Program Director, each of the other Standing Committees shall be chaired by a Director appointed by the Board. All Standing Committees shall consist of a combination of other Directors and volunteer parents who join a Standing Committee at the time of registering in the WWRA program. The day-to-day operation of the WWRA program, as supervised and managed by the Board through the Operations Committee, shall be carried out by the WWRA Program Director, consistent with the responsibilities described in **Appendix A**.

(C) Other Committees. The Directors may elect or appoint other committees as determined necessary and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the Directors are delegated shall consist solely of Directors.

(D) Conduct of Committee Business. Unless the Board otherwise designates, committees shall conduct their affairs in the same manner as is provided in these By-laws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors.

3.8. Annual Meeting. The annual meeting of the Board of Directors shall be held on the first Wednesday in October in each year, except that when the day falls on a legal holiday observed by any non-retail businesses in Wayland and Weston, Massachusetts, the meeting shall be held on the next succeeding Wednesday that is not such a legal holiday, at six o'clock in the afternoon, unless a different hour is fixed by the Directors or the President and stated in the notice of the meeting. In the event an annual meeting has not been held on the date fixed herein, a special meeting in lieu of an annual meeting may be held with all the force and effect of an annual meeting

3.9. Regular Meetings. Regular meetings of the Directors may be held without call or notice at such place and at such times as the Directors may from time to time determine.

3.10. Special Meetings. Special meetings of the Directors may be held at any time and at any place when called by the President, the Treasurer, or one or more Directors.

3.11. Notice of Meetings. Notice of the time and place of each meeting of the Directors shall be given to each Director five (5) business days before the meeting in person or by telephone, or by mail, telegram, fax, or electronic mail addressed to the Director at the Director's usual or last known place of business or residence address. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by the Director (or by the Director's attorney there unto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to said Director. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these By-laws.

3.12. Quorum. A majority of the number of Directors constituting the full Board of Directors shall constitute a quorum for a meeting but a lesser number may by majority vote

adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

3.13. Action; Procedures. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-laws. Decisions shall be made by motion in accordance with the Rules of Procedure set forth in **Appendix B** to these By-laws.

3.14. Action By Writing. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

3.15. Presence Through Communication Equipment. Unless otherwise provided by law or the Articles Of Organization, members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

#### **Section 4: OFFICERS AND AGENTS.**

4.1. Numbers and Qualifications. The Officers of the corporation shall be a Chairman, President, Vice President, Clerk and Treasurer and such other Officers, if any, as the Directors may determine. An Officer may but not need not be a Director. The Clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time.

4.2. Election. The Chairman, President, Vice President, Treasurer, Clerk, and any other Officer shall be elected annually by the Directors at their first meeting following the annual meeting. Other Officers, if any, may be elected by the Directors at any time.

4.3. Tenure. The Chairman, President, Vice President, Treasurer and Clerk shall each hold office until the first meeting of the Directors following the next annual meeting of the Directors and until said Officer's successor is chosen and qualified, unless a shorter period shall have been specified by the terms of said Officer's election or appointment, or in each case until said Officer sooner dies, resigns, is removed or becomes disqualified.

4.4. Chairman. The Chairman of the Board shall have the following duties and responsibilities:

- (A) Chair the Long-Range Planning Committee;
- (B) Propose and help implement fundraising campaigns and serve on the Development Committee;

- (C) Secure regulatory permits and address related matters with State (Dept of Conservation and Recreation; Dept of Environmental Protection) and Town of Wayland (Conservation Commission; Park & Recreation Dept);
- (D) Manage relations with the town officials and residents of Wayland and Weston;
- (E) Manage Alumni Relations;
- (F) Provide input to the President's setting of Board meeting agendas;
- (G) At the request of the President:
  - (1) Ensure timely reconciliation and distribution of monthly financial reports, investment of idle cash, preparation of the annual operating budget and preparation of annual financial statements by the Treasurer.
  - (2) Ensure that all Board members sign the "Acknowledgement of Policies & Disclosure of Conflicts of Interest" on an annual basis.
  - (3) Ensure the timely filing of IRS Form 990 & MA Form PC and Annual Report by the WWRA Treasurer.

4.5. President The President shall be the Chief Executive Officer of the corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the corporation. The President shall preside at all meetings of the Directors, except as the Directors otherwise determine. Consistent with the foregoing, the President shall have the following specific duties and responsibilities:

- (A) Oversee the functioning of the Program with the Standing Committees of the Board;
- (B) Prepare and present to the Board for its approval at its annual meeting a Fall-Spring Calendar of all official WWRA events and due dates for filings or other actions by the corporation;
- (C) Work closely with the Program Director on program matters;
- (D) Serve on the Board Long-Range Planning Committee and the Operating Committee;
- (E) Set Board Meeting agendas and program direction;
- (F) Be responsible for the WWRA program budget;
- (G) Serve as a member of any Board –designated hiring committee;
- (H) Schedule Board meetings and insure timely recording, distribution and maintenance of meeting minutes by the Clerk;
- (I) Function as an authorized signer on all bank accounts;

- (J) Ensure timely reconciliation and distribution of monthly financial reports, investment of idle cash, preparation of the annual operating budget and preparation of annual financial statements by the Treasurer;
- (K) Ensure that all WWRA activities are in accordance with established policies and procedures and oversee the development of new policies and procedures as needed;
- (L) Ensure that all employees and volunteers are appropriately qualified;
- (M) Ensure that all governance matters of the WWRA are attended to;
- (N) Ensure that all members of the Board of Directors sign the “Acknowledgement of Policies & Disclosure of Conflicts of Interest” on an annual basis;
- (O) Ensure the timely filing of IRS Form 990 & MA Form PC and Annual Report by the WWRA Treasurer.

4.6. Vice President. The Vice President shall work in coordination with the President and act at the direction of the President. The responsibilities of the Vice President shall be to assist the President in the performance of the President’s responsibilities as defined in subsection 4.5.

4.7. Treasurer. The Treasurer shall be the Chief Financial Officer and the Chief Accounting Officer of the corporation, and shall be in charge of its financial affairs, funds, securities, and valuable papers, and shall keep full and accurate records thereof. The Treasurer shall also be in charge of its books of accounts and accounting records, and of its accounting procedures. It shall be the duty of the Treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal or state agencies. More specifically, the Treasurer shall have the following duties and responsibilities:

- (A) Function as an authorized signer on all bank accounts.
- (B) Processes payments to all vendors.
- (C) Reconcile monthly bank statements and prepare monthly Treasurer’s Report summarizing all financial activity of the organization and distribute to the entire Board of Directors.
- (D) Prepare annual financial statements.
- (E) Assist external CPA firm in preparing and timely filing (May 15th or granted extension due dates) the annual IRS Form 990 & MA Form PC.
- (F) Ensure timely filing of Annual Report with the Secretary of State on or before November 1st of each year.
- (G) Prepare the annual operating budget.
- (H) Invest cash funds upon direction and approval of the Board.

- (I) Maintain the Organization's banking relationships and related financial documentation.
- (J) Ensure timely annual renewal of appropriate insurance for the WWRA;
- (K) Ensure timely annual renewal of the WWRA's US Rowing membership;
- (L) Chair the Finance Committee.

4.8. Clerk. The Clerk shall function as the Secretary of the WWRA and record and maintain records of all proceedings of the Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-laws and names of all Directors and the address of each. More specifically, the Clerk shall:

- (A) Distribute and maintain all minutes from Board meetings pursuant to an established procedure for the taking and recording of minutes.
- (B) Assist the President in preparing a Fall-Spring Calendar of all official WWRA events and due dates for filings or other actions by the corporation;
- (C) Assist the President and Chairman to:
  - (1) Ensure timely reconciliation and distribution of monthly financial reports, investment of idle cash, preparation of the annual operating budget and preparation of annual financial statements by the Treasurer.
  - (2) Ensure timely annual renewal of appropriate insurance.
  - (3) Ensure timely filing of governance documents.

If the Clerk is absent from any meeting of Directors, a temporary clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

## **Section 5: RESIGNATIONS, REMOVALS AND VACANCIES.**

5.1. Resignations. Any Director or Officer may resign at any time by delivering a resignation in writing to the President or the Clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

5.2. Removals. A Director or Officer may be removed with or without cause by the vote of a majority of the Directors then in office.

5.3. No Right to Compensation. No Director or Officer resigning, and no Director or Officer removed, shall have any right to any compensation as such Director or Officer for any period following said resignation or removal, or any right to damages on account of such removal.

5.4. Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the Board, may be filled by the Directors by a vote of the

plurality of the Directors then in office. The Directors shall elect a successor if the office of the President, Vice President, Treasurer or Clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the President, Vice President, Treasurer or Clerk until a successor is chosen and qualified, or in each case until the President, Vice President, Treasurer or Clerk sooner dies, resigns, is removed, or becomes disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

**Section 6: EXECUTION OF PAPERS.**

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President, the Vice President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President or Vice President or the Treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-laws, resolutions, or votes of the corporation.

**Section 7: PERSONAL LIABILITY.**

7.1. No Personal Liability. The Directors and Officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations, or other entities extending credit to contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

**Section 8: AMENDMENTS.**

These By-laws may be altered, amended or repealed in whole or in part at any meeting by vote of a majority of the Directors then in office, except with respect to any provision thereof which by law, the Articles of Organization or these By-laws requires a super majority vote.

# **APPENDIX A**

## **WWRA PROGRAM DIRECTOR**

### **Position Description:**

The Program Director is responsible for assisting with overseeing and coordinating all program activities of the WWRA, consistent with the WWRA 's program mission. The Program Director is a member of, and reports to, the Operations Committee of the Board. The Program Director may also serve as the chair of the Operations Committee, and serves on any Board-designated Hiring Committee.

### **Responsibilities:**

1. Responsible for all day-to-day operations of the rowing program at the beach.
2. Professionally communicate with parents and participants on all aspects of the program (e.g., inquiries about the program, registration, scholarship requests, and complaints).
3. Assist the President in developing and maintaining the WWRA's schedule of events and activities.
4. Recruit the coaching staff.
5. Serve as the primary coaching interface between the coaches and the Board.
6. Serve as the primary interface between the WWRA and the Wayland and Weston high schools.
7. Responsible for registration and recruiting.
8. Manage the WWRA scholarship program.
9. Work with the Treasurer in managing registration income and the program budget.
10. Maintain the WWRA email lists and administer end of season surveys.

# APPENDIX B

## RULES FOR DELIBERATIONS BY THE WWRA BOARD OF DIRECTORS

### ORDER OF BUSINESS FOR BOARD MEETINGS

1. Roll Call
2. Approval of Minutes of Last Board Meeting
3. Meeting Agenda (including any Committee Reports)
4. Executive Session

The Order of Business may be modified upon motion and approval by majority vote of the members of the Board (“Members”).

### QUORUM TO CONDUCT BUSINESS

A quorum of the Board must be present in order to conduct business. A quorum of the Board shall consist of a majority of the Members entitled to vote.

### BEING RECOGNIZED TO SPEAK

In order to address the Board, a Member must first address the Chair (“Madam Chair/Mr. Chair”) and (if the meeting is via conference call) and give his or her name and be recognized by the Chair. The President of the WWRA shall chair and preside at all WWRA Board Meetings, unless (s)he designates the Vice President or other Officer to chair the meeting. For the purposes of these Rules, the presiding Officer shall be referred to in these Rules as the “Chair”.

### MOTIONS

A motion is the means by which a Member may propose that the Board take certain action, or that the Board take a certain position. The motion is made by a Member being recognized to speak as described above, and then saying, "I move that" and then stating the action (s) or position that (s)he proposes to be taken by the Board. A *main motion* (which introduces business before the Board) is of two types: (1) an *original main motion*, that introduces the substantive question; and an *incidental main motion*, which relates to the subject already introduced by the original motion. Note: A main motion can only be made when no other motion is pending.

### Presenting a Motion to the Board

#### Steps for Bringing Motion Before the Board

1. A Member *makes* the motion.  
 (“Moves that...” )
2. Another Member *seconds* the motion.
3. The Chair *states the question on the motion*.

1. **Motion Made.** Once a Member has made the motion (and it has been seconded and the Chair has stated the question), that Member has the right to speak first, if (s)he wishes. Until the Chair states the question, the maker of the motion has the right to modify the motion or to withdraw it entirely.
2. **Motion Seconded.** The motion must be seconded. If the motion is not seconded, the Chair states that since there is no second, the motion is not before the Board.
3. **Chair States the Question.** Once the motion has been seconded, the Chair places it before the Board by stating the exact motion and indicating that it is open to discussion.

**Steps for Consideration of the Main Motion**

1. Members *discuss/debate* the motion.
2. The Chair *puts the question* (to a vote).
3. The Chair *announces the result of the vote*.

1. **Motion Discussed.** Once a Member has made the motion (and it has been seconded and the Chair has stated the question), that Member has the right to speak first, if (s)he wishes.
2. **Chair Puts the Motion.** When discussion of the motion appears to have ended:
  - (a) The Chair asks the question: “Are we ready to vote on the motion?” If no Member responds to raise any further point, then
  - (b) The Chair first re-states the exact question before the Board and then puts the question (to a vote) by the Board, asking those Members in favor to say *aye*, and those opposed to say *no*. Note: The Chair must always call for the negative vote no matter how unanimous the affirmative vote appears.

**Number of Votes Required:** Simple Majority, unless, upon motion made and approved, the Board decides that a question requires a two-thirds vote.

**Form of Voting:** By voice; if result is inconclusive, then vote is by roll call.

3. **Chair Announces the Result of the Vote.** The Chair announces the results of the voting immediately after putting the question. In the case of a roll call vote, the Chair gives the result of the roll call count (ayes/noes) before announcing which vote prevailed.

**MOTION TO AMEND**

A motion to *amend* is a motion to modify the wording of a main motion. If a motion to amend is adopted, that adoption does not result in adoption of the main motion, which remains pending, as amended by the motion to amend.

1. **Motion to Amend Applied to Main Motion.** Must be seconded; takes precedence over the main motion.

- 2. Motion to Amend Can Be Further Amended.** The motion to amend can be applied to itself (i.e., to a pending primary amendment) and results in an “amendment to an amendment”.
- 3. Motion to Amend Can Be Debated.** The motion to amend can be debated, but the debate cannot extend to merits of the main motion to be amended.
- 4. Motions Not Debatable or Amendable.** Relevant examples of motions that cannot be debated or amended:
  - a. Point of Information
  - b. Point of Order
  - c. Motion to Table
  - d. Motion to Reconsider
  - e. Call the Question

## **VOTING RIGHTS AND PROCEDURES**

The following rules govern the Board’s voting.

- 1. Chair Right to Vote.** The Chair of the Board is also a Member of the Board and may (but is not obligated to) vote whenever, (a) in the case of a question requiring a majority vote, the Chair’s vote will either break a tie, or cause a tie or (b) in the case of a question requiring a two-thirds vote, the Chair’s vote will either cause or block the attainment of the necessary two-thirds. A Chair cannot vote twice, once as Member and once as Chair.
- 2. Member Right to Abstain from Vote.** A Member may abstain from voting.
- 3. Obligation to Abstain from Vote.** A Member should not vote on a question in which (s)he has a direct personal or pecuniary interest not common to other Members of the Board. A Member who abstains from a vote is not counted in determining a decision requiring either a majority vote or a two-thirds vote.
- 4. No Right to Explain Vote.** A Member has no right to explain his or her vote during voting, as that would be a form of further discussion or debate.
- 5. Right to Change One’s Vote.** A Member has the right to change his or her vote up to the time that the Chair announces the result. After that point, the Member may make a change only by unanimous consent of the Members present and voting.
- 6. Point of Information.** A Member may make a request to the Chair, or through the Chair to another Member or Board staff for information relevant to the question before the Board. A point of information may not be raised after the Chair has put the question.
- 7. Point of Order.** A Member may raise a question of order at any time, and request from the Chair a ruling and enforcement of the Board’s Rules of Procedure.
- 8. Motion to Table.** A Member may move to table a matter pending before the Board in order to permit the Board to address a matter of importance immediately. However, a motion to table will be out of order if the Chair determines that the intent of the motion is to avoid dealing with a matter. If a time

for resuming consideration of the matter being tabled is included in the motion, then it becomes a motion to *postpone*, and may be debated.

**9. Motion to Reconsider.** A Member who voted on the prevailing side of a vote may bring a motion to bring back for further consideration a motion that has already been voted on. The purpose of this motion is to permit correction of hasty, ill-advised or erroneous action, or to take into account additional information or a changed situation that has developed since the taking of the vote. Note: It is possible for the minority to be the prevailing side of a vote if a motion requiring two-thirds vote for adoption is lost.

**10. Right to Call the Question.** If a Member believes that further debate is unproductive, (s)he may "call the question", requesting the debate be ended. If there is no objection, the Board proceeds to the main motion. If there is objection, then the Board must vote on whether to end debate. This vote requires a two-thirds vote to pass, and is not debatable. If the 'call' passes, a vote on the main motion is immediately taken, without any further debate.