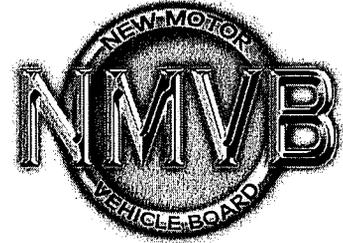


STATE OF CALIFORNIA



MEMO

To : POLICY AND PROCEDURE COMMITTEE **Date:** September 9, 2011
DAVID WILSON, CHAIR
GLENN STEVENS, MEMBER

From : WILLIAM G. BRENNAN *WB*
ROBIN PARKER *RP*

Subject: DISCUSSION AND CONSIDERATION OF MODIFYING THE BOARD'S
PARLIAMENTARY PROCEDURES CONCERNING DEBATE AND
VOTING

At the May 26, 2011, General Meeting, Member Hoffman requested that the Board revise the Parliamentary Procedures concerning debate and voting to accurately reflect the current practice.

The attached Parliamentary Procedures have been modified; changes are noted in underline and strikeout font.

The current language provides as follows:

In any order of business before the Board which requires Board action or resolution, the Board shall have the opportunity to debate the matter before taking action thereon. Debate is any spoken comment on the merits of a pending matter, whether or not a motion has been made regarding the issues raised by the agenda item. At any time during the debate on an item, any Board Member may make a motion regarding the matter. The motion must be seconded by another Member of the Board prior to a vote thereon. If a motion is made regarding a particular item, debate on that item shall continue until the motion is seconded. Once the motion is seconded, the matter shall be voted upon, unless any member requests that debate continue. If a dispute arises as to whether debate shall continue, the issue shall be resolved by majority vote.

The following language is being proposed:

In any order of business before the Board which requires Board action or resolution, the Board shall have the opportunity to debate the matter before taking action thereon. Debate is any spoken comment on the merits of a pending matter, whether or not a motion has been made regarding the issues raised by the agenda item. At any time during the debate on an item, any Board Member may make a motion regarding the matter. If a motion is made

regarding a particular item, the President or presiding officer shall ask for a second. If there is no second, the motion dies and the Board may continue its debate. If there is a second, the President or presiding officer shall ask if there is any further discussion. If there is no further discussion, then the matter shall be voted upon. If a dispute arises as to whether debate shall continue, the issue shall be resolved by majority vote, unless there is a motion "to order the previous question," in which case an immediate vote must be taken requiring a two-thirds majority.

This matter is being agendized for consideration at the September 27, 2011, General Meeting. If you have any questions or require additional information, please do not hesitate to contact me at (916) 324-6197 or Robin at (916) 323-1536.

cc: Ramon Alvarez C.

NEW MOTOR VEHICLE BOARD



PARLIAMENTARY PROCEDURES

Revised September 2011

PREFACE

The following set of parliamentary procedures were adopted by the New Motor Vehicle Board as its Parliamentary Rules at its General Meeting of March 18, 1997, and will dictate the procedure to be followed at all subsequent meetings of the Board until amended, modified, or superseded by order of the Board. The rules were subsequently amended on January 8, 2003, to reflect the change in senior management from Executive Secretary to Executive Director. The rules concerning debate and voting were considered at the September 27, 2011, General Meeting.

Definitions. The following definitions apply to the text of the parliamentary rules that follow. The terms to be defined appear here in alphabetical order.

BOARD. The New Motor Vehicle Board of the State of California.

DEALER MEMBER. A member of the Board who is licensed as a new motor vehicle dealer pursuant to Vehicle Code section 11700, et seq.

EXECUTIVE DIRECTOR. The Executive Director of the New Motor Vehicle Board.

MEETING. An official gathering of members in one area to transact business for a period during which there is no interruption longer than a recess.

MEMBER. A person with the right to full participation, including the right to vote, on any particular issue pending before the Board.

PRESIDENT. The President of the New Motor Vehicle Board.

PUBLIC MEMBER. A member of the Board who is not licensed as a new motor vehicle dealer pursuant to Vehicle Code section 11700, et seq.

VICE-PRESIDENT. The Vice-President of the New Motor Vehicle Board.

ARTICLE 1. MEETINGS OF THE BOARD - GENERAL

1. Except as provided for herein, the meetings of the Board shall be held in public and shall be subject to the requirements and provisions of the Bagley-Keene Open Meeting Act. (Government Code section 11120, et seq.)

2. Meetings of the Board shall be designated as either "General" or "Special" Meetings. General Meetings are those meetings in which both Dealer Members and Public Members participate, and may include as items of business any matter in which the Board may legally be involved. General Meetings shall contain, as items of business, the consideration for approval of the minutes of all previous meetings for

which minutes have not been approved, as well as the presentation of the Executive Director's Report. Special Meetings may be those meetings in which only Public Members may participate, or may be those meetings which contain business in which all members may participate. Special Meetings, however, shall not include as items of business the consideration of minutes or the presentation of the Executive Director's Report.

3. A General or Special Meeting may be called at any time by the President of the Board or by any five members of the Board.

4. Notice. Notice of a Board meeting is a written announcement giving the date, time, and place of the start of a meeting, given to all Board Members as well as all interested parties, a reasonable time in advance. Notice of Board meetings shall be in compliance with the provisions of the Bagley-Keene Open Meeting Act.

ARTICLE 2. INTRODUCTION OF BUSINESS - AGENDA

1. All items of business to be considered by the Board at either a General or Special Meeting of the Board shall be included in the agenda for that meeting.

2. The agenda for each meeting shall be prepared by the Executive Director of the Board. The President shall determine, in advance of the meeting, which items of business and their order shall be placed on the agenda for the next meeting of the Board.

3. Any other member of the Board may request that a particular item of business be placed on the agenda for any subsequent meeting of the Board. Any such request shall be made to the Executive Director of the Board at least fifteen (15) days prior to the date scheduled for the Board Meeting.

ARTICLE 3. OFFICERS OF THE BOARD

1. The members of the Board shall elect a President and Vice-President at the first General Meeting of each calendar year. Either officer may be a Dealer Member or Public Member of the Board. The term of each office shall be for one year. The newly elected officers shall assume their duties at the conclusion of the meeting at which they were elected. Reelection to either office is unrestricted during membership on the Board.

2. The election of officers shall be a specific item of business on the agenda for the first General Meeting of each calendar year. At the time the matter is considered, any member may nominate any other member for the office of President and/or Vice-President. There are no restrictions on the number of members who may be nominated for either position during this process. At any time after at least one Board Member is nominated for each office, any member may move that the nomination of officers be closed. If the motion is seconded and carried by majority vote, the nominating process shall be deemed concluded. After the nominating process is

concluded, the Members of the Board shall cast their vote for a nominated Member for each office. No Board Member may vote for more than one nominated Member for each office. The voting shall be done by oral poll. Any Board Member may abstain from voting for a nominated Member for either office.

ARTICLE 4. BOARD COMMITTEES

1. The President of the Board may form committees and appoint Members thereto for the purpose of performing any duty which is not otherwise prohibited by law. The President may appoint a Chair ~~Chairman~~, however, each Member of any Board committee shall have equal standing on that committee with respect to committee action.

2. The formation of committees and the appointments of Members thereto shall be entered into the minutes of the meeting at which such activities occur.

ARTICLE 5. DEBATE AND VOTING

1. In any order of business before the Board which requires Board action or resolution, the Board shall have the opportunity to debate the matter before taking action thereon. Debate is any spoken comment on the merits of a pending matter, whether or not a motion has been made regarding the issues raised by the agenda item. At any time during the debate on an item, any Board Member may make a motion regarding the matter. ~~The motion must be seconded by another Member of the Board prior to a vote thereon. If a motion is made regarding a particular item, debate on that item shall continue until the motion is seconded.~~ the President or presiding officer shall ask for a second. Once the motion is seconded, the matter shall be voted upon, unless any member requests that debate continue. If there is no second, the motion dies and the Board may continue its debate. If a motion is made regarding a particular item, the President or presiding officer shall ask for a second. If there is no second, the motion dies and the Board may continue its debate. If there is a second, the President or presiding officer shall ask if there is any further discussion. If there is no further discussion, then the matter shall be voted upon. If a dispute arises as to whether debate shall continue, the issue shall be resolved by majority vote, unless there is a motion "to order the previous question," in which case an immediate vote must be taken requiring a two-thirds majority.

2. Once the debate has concluded, a vote shall be taken on the motion, which requires the majority of the Members present to pass. Once a motion regarding a Protest, Petition, and Appeal has been passed by majority vote, there shall be no further debate on the matter and no reconsideration of the vote. On all other matters, the Members of the Board have the right to reconsider the matter and take any action which they deem appropriate. The Members of the Board may, however, discuss the effect of the Board action or any matter ancillary to implementing the Board action taken by the vote.

3. If a motion regarding a matter pending before the Board is made, seconded, and voted upon, but the motion fails to receive a majority of the votes of the present Members, then the motion shall be deemed defeated and debate on the matter shall resume. In order for the Board to act on such a matter, an additional motion shall be necessary consistent with the procedure set forth above. Nothing in these ~~p~~Parliamentary ~~r~~Rules shall be deemed to prohibit any Member from making a motion similar or identical to one which has already been defeated by previous vote.

4. Pursuant to Government Code section 11126(c)(3), Vehicle Code section 3008(a), and Title 13, California Code of Regulations, sections 581 and 588, the Board shall convene in a closed Executive Session to deliberate on the decisions to be reached upon the evidence introduced in proceedings that were conducted in accordance with Chapter 5 (commencing with section 11500) of Part 1 of Division 3 of Title 2 of the Government Code.

5. A Member has the right to change his or her vote any time during the voting process and before the decision on the motion has been finally and conclusively pronounced by the President or presiding officer, but not afterwards.

6. No Member is allowed to explain his vote during the voting process; such an explanation is debate and should have been offered during the course of debate.

7. A Member must be present to vote, but he or she need not have been present during the debate. Furthermore, the Member can vote on any matter in which that Member may legally participate, even if the Member was not present at another meeting at which the same matter was considered by the Board.

ARTICLE 6. QUORUM REQUIREMENTS

1. A quorum is the minimum number of Members who must be present at a meeting for the transaction of business. The requirements for a quorum are set forth in Vehicle Code section 3010.

ARTICLE 7. MINUTES

1. The Board shall prepare and keep minutes of the items of business which transpire at all meetings of the Board. The minutes of the public sessions of the meetings of the Board shall be approved by the Board at the General Meeting next following the one to which the minutes apply.

2. Pursuant to the provisions of the Bagley-Keene Open Meeting Act, the Board shall maintain a minute book of all Executive Sessions of the Board, which shall be kept confidential and shall be available only to members of the Legislature or to a court in connection with litigation involving an alleged violation of the open meeting laws during the Executive Session. Neither the minute book nor the information which is it memorializes may be released by the Board Members or staff.

3. The minutes shall contain a summary of all action taken by the Board during the public session of each Board meeting. The minutes shall reflect the name of the Member who makes any motion, the name of the Member who seconds any such motion, and the vote of the Board on the motion. If the vote on any particular matter takes place during Executive Session, the minutes of the public session shall reflect the identity of the Member who made motion regarding the matter, the Member who seconded the motion, and the vote of the Members of the Board on that matter.

4. Any Board Member may request that the proposed minutes of a prior meeting be amended to more accurately reflect the business which transpired at that meeting. If any other member objects to the amendment, the matter shall be resolved by majority vote. If no other member so objects, then the minutes for the meeting shall be amended as requested.

5. After the minutes are prepared, the Executive Director shall sign the minutes before they are submitted to the Board for approval. When the minutes are approved, they shall be signed by the President of the Board.

6. After the minutes for any Board meeting have been approved, they may be changed only by a motion to amend the approved minutes.

ARTICLE 8. GENERAL

1. In the event that a procedural issue arises which is not covered by these parliamentary procedures, the relevant provision(s) of Robert's Rules of Order, The Modern Edition (1989 Version) shall control the situation to which the issue applies.