

Learning Objectives

- **Understand what a Motion and Resolution are and how they are the same, yet different.**
- **Provide the knowledge for Directors to propose their own motions for Board consideration.**



Motions vs Resolutions What's the Difference?

Motion vs Resolution

A motion is a proposal from a member of the meeting whereas a resolution reflects the general opinion of the board.

Generally speaking, not all motions can be resolutions, but all resolutions come from motions.

Please note that a ‘motion’ is also referred to as a ‘question’.

A resolution is a motion that has been passed by the members of the meeting of the Board of Directors.

Technically, a motion that is passed by majority of the members present and voting becomes a resolution.

It is a formal act that is implemented and is binding of the board members.



Motions

Motions are how action is proposed at a meeting run under parliamentary procedure, such as Robert's Rules of Order.

When a corporate board meets, any director can propose a motion, but it must be “seconded” by another director before the rest of the board can debate on the issue and consider voting on the issue.

Motions aren't required to be written, and a Director can propose a motion orally.

Because of this, motions often occur as part of the course of debate on a larger issue.

Also, motions are generally considered actions by the board of directors and not necessarily the corporation.

Simply put, motions are proposals with the aim of making the members of the meeting deliberate on the issue at hand.

Motions are proposed by directors that needs a “seconder” before the board can debate on the issue and consider voting for a decision.



Steps of a Motion

Every Motion has 6 Steps

1. Motion

A member rises or raises a hand to signal the chairperson.

2. Second

Another member seconds the motion.

3. Restate motion

The chairperson restates the motion.

4. Debate

The members debate the motion. (the question is 'on the floor')

5. Vote

The chairperson restates the motion, and then first asks for affirmative votes, and then negative votes.

6. Announce the vote

The chairperson announces the result of the vote and any instructions.



Example Motion Walkthrough

A member is recognized by the chairperson to speak.

The member makes a motion: "I move that"

The chairperson asks if there is a second to the motion.

The chairperson recognizes a member who wants to second the motion.

The member "seconds the motion."



Motion Walkthrough

The Chair repeats the motion exactly as stated.

The Chair may reword the motion for clarity with the consent of the person who made the motion and the person who seconded it.



Motion Walkthrough

The Chair opens the floor for discussion.

It is customary to allow the person making the motion to speak first and to make closing remarks after everyone else has had a chance to speak.



Motion Walkthrough

Members may speak on the issue after being recognized by the Chair.

A member may not speak a second time on the issue until all other members have had an opportunity to speak a first time.



Motion Walkthrough

When everyone has had an opportunity to speak, the Chair should restate the motion and conduct a vote

Voting will be determined by the Chair:

- **Voice vote**
- **Show of hands**
- **Ballot**
- **Stand up**
- **Roll call**



Motion Walkthrough

Members indicate if they are in favor or against.

All in favor of the motion say 'Aye'.

All opposed, say 'nay'.



Motion Walkthrough

Motions are decided by the majority of the votes cast per the bylaws.

The Chair announces the results of the vote to the group.