



# PROCEDURE

Title: <b>Procedures for DMI Board Meetings</b>	Original Adoption: 12 October 2006
Approved by DMI BOD: 12 October 2006	Revised/Reviewed: 5 August 2015

## **DMI Board Meetings**

Regular Districts Mutual Insurance (DMI) Board meetings shall be held quarterly, at a date, time, and place established by the board. The regular meeting may, however, be set at another time or place, or be waived by resolution of the board at a preceding meeting.

Special meetings may be called at any time by the president and shall be called by the secretary upon written request of two or more members of the DMI board.

Board meetings/hearings shall be accessible to all citizens and be barrier free, and otherwise in compliance with the requirements of the Americans With Disabilities Act.

## **Election of Districts Mutual Insurance Board Officers**

Pursuant to DMI By-Laws, the officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each Annual Meeting of the Members.

The election shall be conducted in the manner described below.

The board shall conduct the election of officers in the following order: Board Chair, Secretary, and Treasurer.

A majority of the votes cast shall be required for election of each officer.

## **Open Meetings Compliance**

The DMI board shall comply with the open meetings regulations as defined in Wisconsin Statutes, Chapter 19, Subchapter V.

## **Placement of Items on the Agenda**

All agenda items for DMI board meetings shall be submitted through the DMI President. Whenever possible, supporting materials will be sent, facsimile transmission, email, or US mail, at least 48 hours prior to board meetings. When necessary, however, items may be placed directly on the board agenda, subject to the approval of the Board Chair.

Any Member College wishing to have an item placed on the agenda of the board shall submit such request in writing to the Chair of the DMI board no later than three working days prior to the day of the meeting. The Board Chair may determine that the request is outside the jurisdiction of the DMI board.



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**Quorum**

A majority of the members of the board shall constitute a quorum for the transaction of business, but a smaller number may adjourn.

**Order of Business**

The Board Chair shall call the meeting to order upon the appearance of a quorum. The order of business shall generally be as follows:

1. Compliance With the Open Meetings Law
2. Public Comment
3. Approval of Minutes
4. Financial Report
5. Investment Report
6. Action Items
7. Discussion Items
8. Information Items

However, upon request by a board member and determination of the Board Chair, items may be considered out of order.

**Order of Recognition**

Generally, board members shall be recognized to speak first on an agenda item, followed by recognition of the DMI President or members of the support staff.

**Substantive Motions**

The board shall proceed by motion. Anyone, including the Board Chair, may make a motion. No motion shall be subject to debate until it has been seconded and stated by the Board Chair. However, a subject may be discussed while no motion is pending.

Substantive motions shall be reduced to writing at the request of any member of the board. Another substantive motion is out of order while one substantive motion is pending.

When a substantive motion has been made and seconded, the motion may be withdrawn by the maker of the motion at any time before a vote is taken on the issue.

**Amendment to a Motion**

An amendment to a motion must be pertinent to the subject matter of the motion, and it may not achieve the opposite of the motion's intent. The motion may be amended and an amendment may be amended, but no further amendments may be made.

Amendments must be seconded by another member of the board. After debate, the Board Chair will ask if there are any objections to the amendment. If not, the amendment shall be incorporated into the original substantive motion. Any objection to the amendment will require that a vote be taken on the amendment.

**Adoption by Majority Vote**



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A motion shall be adopted by a majority of the votes cast, with a quorum being present, unless otherwise required by board policy.

Typically, voting will be by voice vote. In cases where there seems to be no opposition, a vote may be taken by unanimous consent. At his or her discretion, the Board may request a roll call vote at any time. In addition, any board member may make a motion for a roll call vote.

DMI board members are expected to vote on all issues except on matters involving potential conflicts of interest. In such case, the vote shall be recorded as an abstention.

**Other Procedural Motions**

In addition to substantive proposals, the following procedural motions shall be in order. Unless otherwise noted, each motion must be seconded, is debatable, may be amended, and requires a majority vote for adoption.

1. Motion to Suspend the Rules. This motion is in order when the board wishes to do something that it may legally do, but cannot accomplish without violating its own rules.
2. Motion to Divide a Complex Motion. This motion allows a substantive motion to be divided into parts and voted on separately.
3. Motion to Call the Question. This motion is not in order until there has been at least 20 minutes of debate or every member has had an opportunity to speak once.
4. Motion to Postpone to a Certain Time. This motion allows the DMI board to defer consideration to a specified time or day.
5. Motion to Refer Back to Committee. This motion refers the matter back to an ad hoc committee for review and consideration. All matters referred to committee must automatically return to the board at the next quarterly meeting unless specifically defined by this motion.
6. Motion to Move into Closed Session. Any motion to move into closed session must follow the regulations and procedures in Wisconsin Statutes, Chapter 19.

**Presiding Officer**

The Board Chair shall preside at DMI board meetings. In the absence of the Board Chair, meetings shall be chaired by the secretary; and in the absence of other officers, the treasurer shall serve as chairperson. In order to address the board, a member must be recognized by the person serving as the chairperson. The chairperson shall have the following powers:

1. To rule motions in or out of order, including the right to rule out of order any motions patently offered for obstructive or dilatory purposes;
2. To determine whether a speaker has gone beyond reasonable standards of courtesy in his or her remarks and to entertain and rule on an objection from a board member on this ground;



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3. To entertain and answer questions of procedure;
4. To call a brief recess at any time;
5. To adjourn in an emergency.

**Other Rules of Order**

To the extent not provided for in these procedures, the Board Chair shall rule on procedural matters, subject to appeal by any board member. If an appeal is requested, the board shall vote to uphold or not uphold the decision of the Board Chair.

**Meetings**

1. A "meeting" occurs when members of a governmental body convene for the purpose of engaging in governmental business, and the number of members present is sufficient to determine the course of action of the governmental body.

a. When one-half or more of the members of a governmental body are present, a meeting is "rebuttably presumed." However, a social or chance gathering or conference does not constitute a meeting.

b. The number of members present to determine a governmental body's course of action may be (a) a simple majority or (b) a negative quorum (a group of sufficient size to block a proposal).

c. Walking/talking quorums are prohibited. These are gatherings among separate groups of board members, each less than a quorum, who agree to act uniformly in sufficient number to create a quorum.

2. Burden of proof: If a sufficient number of members gather to determine the governmental body's course of action, it is the members' burden to prove that they did not discuss or enact any business.