

**ROBERT'S RULES IN SHORT:  
A GUIDE TO RUNNING AN EFFECTIVE MEETING**

**Michael P. May**

**Office of the City Attorney  
Madison, Wisconsin**

**Updated November, 2015**

# **ROBERT'S RULES IN SHORT: A GUIDE TO RUNNING AN EFFECTIVE MEETING**

**MICHAEL P. MAY, OFFICE OF THE CITY ATTORNEY  
MADISON, WISCONSIN**

"Where there is no law, but every man does what is right in his own eyes,  
there is the least of real liberty." Henry M. Robert.

## **Importance of Rules to an Effective Meeting:**

While groups sometimes proceed informally or by consensus, it is generally accepted that deliberative bodies operate much more effectively when they follow known rules of procedure.

In most instances and except as changed by the deliberative body, the rules to be followed are **Robert's Rules of Order Newly Revised** (hereinafter referred to as RR). These rules were first established by General Henry M. Robert in 1876. The latest edition of RR is the 11th edition.

A complete copy of RR runs nearly 700 pages. Even abridged versions, which are quite useful, often run 200 pages. This manual will be much shorter.

RR defines the role of the chair, of members of the body, and establishes rules of procedure. These rules have been crafted and adjusted over the years to assist in effective meetings, and to balance carefully the rights of the majority to act and the rights of the minority to be heard, and in some cases, prevent action.

## **Proper Notice and Agenda For a Meeting:**

While RR require that there be an order of business for a meeting, the major law governing notice and agenda for meetings is the Wisconsin Open Meetings Law, Sec. 19.81, et seq. and Sec. 3.71 , MGO. This manual is not a complete analysis of the Open Meetings Law, but those conducting a meeting should know some of the basic rules. They are:

1. All meetings must be preceded by adequate notice. This is generally 24 hours, although it may be two hours in the case of an emergency. The giving of the notice should be coordinated through the City Clerk's Office.
2. The notice must include all items to be taken up at the meeting in such a manner as to apprise the public of the nature of the public business. Broad items such as "Report of the Chair" should be avoided.
3. Except for meetings that provide for public comment, there can be no discussion of any item not on the agenda. Nor can there be action on any item not on the agenda. A "Public Comment" section allows the public to talk about anything, and the board may question them, but no further action or discussion is allowed.

4. There may be action on any item on the agenda, unless the agenda explicitly states something to the effect of "for information only - no action."
5. Special rules govern when a body may go into closed session. Consult the Office of the City Attorney for procedures.

## **Special Procedures, Chapter 2, MGO:**

The Madison Common Council has a body of standing rules set out in Chapter 2, MGO. In addition, every board or commission has the right to adopt its own rules of procedure. Sec. 33.01(4)(b), MGO. To the extent there are not specific rules, Robert's Rules of Order are to be applied.

This manual will not review all of the provisions in Chapter 2 of the Standing Rules of the Common Council. In a number of instances, those rules simply adopt a provision of RR. However, some key rules are:

Sec. 2.04, Order of Business. This sets out the normal order of business for the council, which may be modified by a suspension of the rules on a two-thirds vote. It often is modified.

Sec. 2.05, Introduction of Business. Generally, any item to be taken up by the Council must first be introduced at a prior Council meeting, referred to an appropriate committee, board, or commission, and taken up no earlier than the next succeeding Council meeting. There are a number of exceptions to this and the Council may suspend these rules in order to act immediately.

Sec. 2.18, Majority Vote of All Members Required. The Council operates on a "Rule of 11." It takes 11 votes to pass a measure, regardless of how many members vote or are attending the meeting. This is not the same rule as applies to boards or commissions, see Sec. 33.01(3), MGO.

It should be noted that under the Council's operations, a report of a board or commission will contain recommendations. In almost all instances, this report and the recommendations contained therein become the main motion on the floor when an alder moves the adoption of the report.

## **Robert's Rules of Order / Common Motions**

This section will summarize some of the provisions of RR.

- A. Proceed by Motion. The most basic element of RR is that matters come before the body by motion. An alder makes a motion simply by saying "I move that \_\_\_\_\_" or "Move adoption of \_\_\_\_\_," or "Move referral of \_\_\_\_\_," or "I move to amend \_\_\_\_\_." It is not the form of the motion, but the substance of it which governs.
- B. Role of the Chair. It is the obligation of the Chair to run an orderly meeting. Members of the body are not to speak until they have been recognized by the Chair. Except for a limited class of motions, a member may not interrupt another member when they have the floor. The Chair also rules on any votes and rules on any questions of proper procedure. In the event of a disruption in the meeting, the Chair may call on the sergeant at arms or others to return the meeting to order. Generally, under RR, the Chair does not participate in debate or vote

unless the chair's vote affects the outcome of the motion. Some committees have changed this by rule to always allow the chair to vote.

C. Types of Motions. Under RR, motions generally fall into one of four classes. These are:

1. The Main Motion: This is the matter that is before the body at that moment. Nearly all other motions bear some relation to the main motion.
2. Subsidiary Motions: These are a series of motions which propose to do something to or with the main motion. Examples include amendment, referral, laying on the table, calling the question. These motions are all subject to an order of precedence which will be discussed below.

Note that what is the "main motion" for application of the rules of precedence may change during the course of consideration of a matter. For example, if the main motion is to adopt a resolution, and a member offers a subsidiary motion to amend the resolution, the proposal for amendment becomes the main motion for purposes of consideration of the order of precedence of other motions. That is, the motion to amend is subject to further amendment, referral, laying on the table, etc. It is only when that motion has been disposed of that the motion to adopt is then back before the body for consideration.

3. Incidental Motions: Incidental motions relate to the pending matter, but generally relate to it in a procedural way such that the incidental motion must be dealt with before the body may return to either the main or subsidiary motion before it. Incidental motions take precedence over whatever motion is before the body, and in some instances, may be made when the mover does not have the floor. Examples of incidental motions are a point of order or procedure, appeal of a ruling on a point of order or procedure, a point of information, call for a roll call (division of the assembly), or a suspension of the rules.
4. Privileged Motions: These are very few motions that take precedence over all other motions. They include motion to recess, question of privilege, and a motion to adjourn.

D. Common Motions. An almost limitless number of motions may be made. RR lists at least 84 potential motions. This section will discuss some common motions; the reader is also referred to the accompanying "cheat sheet" attached as an appendix to this manual.

1. Adjourn: To end the meeting. Not debatable.
2. Adoption: This is to adopt the matter before the body.
3. Amendment: To modify the main motion before the body.
4. Division of Assembly / Roll Call: A call for division is the same as calling for a roll call vote. Any member may do this and the motion need not be seconded; it is simply granted when asked for. It is not debatable.

5. Division of the Question / Separation: This is a request to have separate votes on different paragraphs or portions of the proposal before the body. It is not debatable, but does require a second.
6. Lay on the Table / Take off the Table: This is a motion to temporarily defer consideration of a matter and then to ask that the matter be taken up again. It is often used, when, for some reason, a member of the assembly or some information necessary for consideration is temporarily unavailable. Motions to lay on the table or take off the table are not debatable. The motion is often made simply as a motion to "table." The motion should not be used if the intent is essentially to kill a proposal.
7. Place on File/Postpone Indefinitely: This is a common motion used in proceedings of the Madison Common Council and is the equivalent of a motion to postpone or defer indefinitely. This is the motion to be used if the intent is to not adopt the matter before the Council, without explicitly voting it down.
8. Point of Information: This is an incidental motion in which a member of the assembly desires some information prior to proceeding to a vote on the matter before the body. It does not require a second and no vote is actually taken on the point of information. A member simply says "I rise to a point of information" or "Point of Information?" It is proper when another has the floor.
9. Point of Order or Procedure: This is another incidental motion and again is not subject to a second or a debate. It raises a question about the procedure being followed by the body. The ruling on the Point of Procedure is committed to the Chair of the body. If a member of the body disagrees with the ruling, they may appeal the ruling of the Chair to the full body. An appeal does require a second, and a majority of the body must disagree with the Chair's ruling for it to be reversed.
10. Point of Privilege: This is one of the privileged motions, and again does not require a second, nor is it debatable. This normally relates to some personal matter or something relating to the operation of the body, such as a room that is too hot, too cold, too loud, some confidential information which should not be discussed before the body, etc.
11. Previous Question: This is a motion requesting that the body immediately vote on whatever matter is otherwise before it; it cuts off debate and proceeds to an immediate vote. The motion can be made either by "calling the question", "moving the previous question," or simply stating "Question." The motion requires a second and is non-debatable and requires a two-thirds vote.
12. Recess. The motion asks that the body take a short break. The length of time of the recess should be established. This is a privileged motion, in that it takes precedence over almost all other pending motions. It requires a second, it is not debatable, and requires a majority vote.
13. Reconsideration: A motion for reconsideration asks that the body reconsider something it has already acted upon. It must be made either at the same meeting at which the matter was considered, or at the next succeeding meeting. Once made, the motion may be referred to a later meeting. In order to act on the motion for reconsideration, either the original matter or the motion on the matter must be on the

official agenda of the meeting to comply with the Open Meetings law. Common Council members are referred to the "Point of Order" memorandum from the Office of City Attorney, dated July 13, 2004.

A motion to reconsider may only be made by a member who voted on the winning side of the prior question. This normally will be a member in the majority, but if a matter fails because it does not reach the required majority, it may be that the motion for reconsideration may be made by a member who actually is less than a majority. For example, if a matter needing a 2/3 vote falls one vote short of 2/3, reconsideration may only be moved by a member of the minority. If the motion to reconsider is approved, the prior proposal is then again before the body.

14. Motion to Refer/Commit: This is a subsidiary motion which asks that a matter be referred to another body, or to another meeting of the same body. Called a motion to commit in RR.
  15. Suspension of the Rules: This is an incidental motion because it relates to the manner in which the body will take up an issue. It requires a two-thirds majority, but is not debatable.
- E. Debate. Once a debatable motion is before the body, members of the body proceed to debate. In both the making of motions and in debating the motions, members should wait to be recognized by the Chair. The standing rules of the Common Council limit the number of times and length of time that a member of the body may participate in debate.
- F. Unanimous Consent. Asking for unanimous consent is a quick way to dispose of non-controversial items. The Common Council does this by proposing a "consent agenda" near the beginning of every meeting. Items that no member of the body objects to are disposed of by unanimous approval. The Chair may ask for unanimous consent, or a member may ask for it on any pending matter. The Chair may do this by asking: "Is there any objection to recording a unanimous vote on item \_\_\_\_\_?"

## **Precedence of Motions**

Some common motions are listed in descending order of precedence, that is, a motion is not in order if it has a higher number than the pending matter.

### Undebatable Motions

1. Adjourn
2. Recess
3. Question of Privilege
4. Lay on the Table
5. Previous Question

6. Limit or Extend Debate

Debatable Motions

7. Postpone to a Definite Time
8. Refer or Commit
9. Amend
10. Postpone Indefinitely / Place on File
11. Main Motion

Incidental Motions (e.g., Point of Order, Point of Information, Suspend the Rules, Division of the Assembly or of the Question) normally take precedence over whatever matter is pending.

## "Cheat Sheet" for Robert's Rules

<b>Motion</b>	In Order When Another has the Floor?	Second Required?	Debatable?	Amendable?	Vote Required for Adoption	Can be reconsidered?
<b>Main Motion</b>	N	Y	Y	Y	Majority unless other spec'd by Bylaws	Y
<b>Adjournment</b>	N	Y	N	Y	Majority	N
<b>Recess</b> (no question before the body)	N	Y	N	Y	Majority	N
<b>Recess</b> (question before the body)	N	Y	Y	Y	Majority	N
<b>Accept Report</b>	N	Y	Y	Y	Majority	Y
<b>Amend Pending Motion</b>	N	Y	If motion to be amended is debatable	Y	Majority	Y
<b>Amend an Amendment of Pending Motion</b>	N	Y	See above	N	Majority	Y
<b>Change from Agenda</b> to Take a Matter out of Order	N	Y	N	N	Two-thirds	N
<b>Limit Debate Previous Question / Question</b>	N	Y	N	Y	Two-thirds	Yes, but not if vote taken on pending motion.
<b>Limit Debate</b> or extend limits for duration of meeting	N	Y	Y	Y	Two-thirds	Y
<b>Division of Assembly (Roll Call)</b>	Y	N	N	N	Demand by a single member compels division	N
<b>Division of Ques/ Motion</b>	N	Y	N	Y	Majority	N
<b>Point of Information</b>	Y	N	N	N	Vote is not taken	N
<b>Point of Order / Procedure</b>	Y	N	N	N	Vote is not taken	N
<b>Lay on Table</b>	N	Y	N	N	Majority	N
<b>Take from Table</b>	N	Y	N	N	Majority	N
<b>Suspend the Rules</b> as applied to rules of order or, take motion out of order	N	Y	N	N	Two-thirds	N
<b>Refer (Commit)</b>	N	Y	Y	N	Majority	Neg. vote only



# Roberts Rules of Order – Simplified

## Guiding Principle:

Everyone has the right to participate in discussion if they wish, before anyone may speak a second time.

Everyone has the right to know what is going on at all times.

Only urgent matters may interrupt a speaker.

Only one thing (motion) can be discussed at a time.

A **motion** is the topic under discussion (e.g., “I move that we add a coffee break to this meeting”). After being recognized by the president of the board, any member can introduce a motion when no other motion is on the table. A motion requires a second to be considered. Each motion must be disposed of (passed, defeated, tabled, referred to committee, or postponed indefinitely).

## How to do things:

### You want to bring up a new idea before the group.

After recognition by the president of the board, present your motion. A second is required for the motion to go to the floor for discussion, or consideration.

### You want to change some of the wording in a motion under discussion.

After recognition by the president of the board, move to amend by

- adding words,
- striking words or
- striking and inserting words.

### You like the idea of a motion being discussed, but you need to reword it beyond simple word changes.

Move to substitute your motion for the original motion. If it is seconded, discussion will continue on both motions and eventually the body will vote on which motion they prefer.

### You want more study and/or investigation given to the idea being discussed.

Move to refer to a committee. Try to be specific as to the charge to the committee.

### You want more time personally to study the proposal being discussed.

Move to postpone to a definite time or date.

### You are tired of the current discussion.

Move to limit debate to a set period of time or to a set number of speakers. Requires a 2/3<sup>rds</sup> vote.

### You have heard enough discussion.

Move to close the debate. Requires a 2/3<sup>rds</sup> vote. Or move to previous question. This cuts off discussion and brings the assembly to a vote on the pending question only. Requires a 2/3<sup>rds</sup> vote.

### You want to postpone a motion until some later time.

Move to table the motion. The motion may be taken from the table after 1 item of business has been conducted. If the motion is not taken from the table by the end of the next meeting, it is dead. To kill a motion at the time it is tabled requires a 2/3<sup>rds</sup> vote. A majority is required to table a motion without killing it.

**You believe the discussion has drifted away from the agenda and want to bring it back.**

Call for orders of the day.

**You want to take a short break.**

Move to recess for a set period of time.

**You want to end the meeting.**

Move to adjourn.

**You are unsure that the president of the board has announced the results of a vote correctly.**

Without being recognized, call for a "division of the house." At this point a roll call vote will be taken.

**You are confused about a procedure being used and want clarification.**

Without recognition, call for "Point of Information" or "Point of Parliamentary Inquiry." The president of the board will ask you to state your question and will attempt to clarify the situation.

**You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.**

Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

**You want to change an action voted on at an earlier meeting.**

Move to rescind. If previous written notice is given, a simple majority is required. If no notice is given, a 2/3<sup>rds</sup> vote is required.

**You may INTERRUPT a speaker for these reasons only:**

to get information about business – **point of information**

to get information about rules – **parliamentary inquiry**

if you can't hear, safety reasons, comfort, etc. – **question of privilege**

if you see a breach of the rules – **point of order**

if you disagree with the president of the board's ruling – **appeal**

<b>Quick Reference</b>					
	<b>Must Be Seconded</b>	<b>Open for Discussion</b>	<b>Can be Amended</b>	<b>Vote Count Required to Pass</b>	<b>May Be Reconsidered or Rescinded</b>
Main Motion	√	√	√	Majority	√
Amend Motion	√	√		Majority	√
Kill a Motion	√			Majority	√
Limit Debate	√		√	2/3 <sup>rds</sup>	√
Close Discussion	√			2/3 <sup>rds</sup>	√
Recess	√		√	Majority	
Adjourn (End meeting)	√			Majority	
Refer to Committee	√	√	√	Majority	√
Postpone to a later time	√	√	√	Majority	√
Table	√			Majority	
Postpone Indefinitely	√	√	√	Majority	√

## BASIC INFORMATION ON MOTIONS

### RANKING MOTIONS

*These motions are listed in order of rank.*

*When any one of these motions is pending those above are in order and those below are not in order.*

	<u>Privileged Motions:</u>	<u>Require Second?</u>	<u>Can Debate?</u>	<u>Can Be Amended?</u>	<u>Vote Required</u>
13.	Fix the Time to Which to Adjourn	Yes	No	Yes	Majority
12.	Adjourn	Yes	No	No	Majority
11.	Recess	Yes	No	Yes	Majority
10.	Raise a Question of Privilege	No	No	No	Chair
9.	Call for the Orders of the Day	No	No	No	Chair

	<u>Subsidiary Motions:</u>	<u>Require Second?</u>	<u>Can Debate?</u>	<u>Can Be Amended?</u>	<u>Vote Required</u>
8.	Lay on the Table	Yes	No	No	Majority
7.	Previous Question	Yes	No	No	2/3
6.	Limit or Extend Limits of Debate	Yes	No	Yes	2/3
5.	Postpone to a Certain Time	Yes	Yes	Yes	Majority
4.	Commit or Refer	Yes	Yes	Yes	Majority
3.	Amend	Yes	Yes	Yes	Majority
2.	Place on File	Yes	Yes	No	Majority
1.	Main Motion	Yes	Yes	Yes	Majority

### NON-RANKING MOTIONS

*Incidental Motions (procedural)*

<u>Incidental Motions</u>	<u>Require Second?</u>	<u>Can Debate?</u>	<u>Can Be Amended?</u>	<u>Vote Required</u>
Appeal	Yes	Yes*	No	Majority
Close Nominations	Yes	No	Yes	2/3
Consider by Paragraph (Seriatim)	Yes	No	Yes	Majority
Request for Roll Call Vote	No	No	No	No
Division of the Question	Yes	No	Yes	Majority
Objection to Consideration of Question	No	No	No	2/3
Point of Order	No	No	No	Chair
Reopen Nominations	Yes	No	Yes	Majority
Suspend the Rules	Yes	No	No	2/3
Requests & Parliamentary Inquiries	No	No	No	Chair

### Motions bringing a question before

<u>Council again</u>	<u>Require Second?</u>	<u>Can Debate?</u>	<u>Can Be Amended?</u>	<u>Vote Required</u>
Reconsider	Yes	Yes	No	Majority
Rescind	Yes	Yes	Yes	Majority
Amend Something Previously Adopted	Yes	Yes	Yes	Majority
Take from the Table	Yes	No	No	Majority

**\*May be discussed but each member may only speak once**

Source: Robert's Rules of Order, Newly Revised 11<sup>th</sup> Edition / Wisconsin Counties Association

CITY OF MADISON  
**CITY ATTORNEY'S OFFICE**  
Room 401, GCB  
266-4511

DATE: July 13, 2004

**MEMORANDUM**

TO: Mayor Cieslewicz  
Common Council Members

FROM: Michael P. May, City Attorney

SUBJECT: Point of Order - Motion for Reconsideration

From time to time, issues may arise relating to procedure before the Council for which I think it appropriate to give advice to the members on proper procedure. When I do so, these will be in a "Point of Order" memorandum.

Recently, a question arose as to the proper manner of making a motion for reconsideration of a matter which had previously been approved by the Council.

Chapter 2 of the MGO, Standing Rules for Government of the Common Council, provides as follows at Section 2.21:

2.21 **RECONSIDERATION OF QUESTION**. It shall be in order for any member who voted in the affirmative on any question which was adopted, or for any member who voted in the negative when the number of affirmative votes was insufficient for adoption to move a reconsideration of such vote, at the same or next succeeding regular meeting of the Council. It shall be in order for any member who was, due to an excused absence, not present at the time the question was considered to move reconsideration of such vote at the next succeeding regular meeting of the Council. A motion to reconsider having been lost shall not be again in order. A motion to reconsider shall not be in order when the same result can be obtained by another motion. (Am. by Ord. 5188, 10-20-75)

Section 2.32 of the MGO also provides that **Robert's Rules of Order** govern on any matters not covered by the Council's standing rules.

Sec. 36 of **Robert's Rules of Order** governs the making of a motion for reconsideration. It makes several points. First, the motion must be made either at the same meeting in which the original motion was made, or, in meetings of more than one day (like conventions), on the following day. This portion of **Robert's Rules** is modified by Sec. 2.21 of the Council's Standing Rules, which allows a motion to be made at the next succeeding Council meeting.

November 12, 2007

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Second, **Robert's Rules** also makes a distinction between the making of the motion and the time of consideration of the motion. This is significant because of constraints imposed by the Wisconsin Open Meeting law.

Based upon the above, we advise Council members and the Mayor that motions for reconsideration should be made as follows:

1. A motion for reconsideration of any matter is in order if made at the same meeting in which the matter was adopted. The motion would be considered at that time.
2. Pursuant to Sec. 2.21, MGO, a motion for reconsideration may also be made at the "next succeeding" meeting of the Council. Due to the requirements of the Open Meeting law that any matter to be taken up must be noticed, a motion must either (a) be placed on the agenda for the next succeeding Council meeting, in which case it would be made and considered at that meeting; or (b) if made from the floor at the next succeeding Council meeting, it will not be considered until the following Council meeting. That is, the motion will be treated as a matter introduced and referred to the following Council meeting.
3. Pursuant to Sec. 36 of **Robert's Rules of Order**, the "effect of making a motion to reconsider is the suspension of all action that depends on the result of the vote proposed to be reconsidered . . . ." Thus, a motion to reconsider means that the matter previously passed is not effective until the motion to reconsider is taken up by the Council.
4. A motion to reconsider must be distinguished from a motion to rescind. See Sec. 2.26, MGO. A motion to rescind assumes that the action taken by the Council is effective, and asks that it be rescinded. Under Sec. 2.26, such a motion must be made at a prior Council meeting, except for emergency situations requiring a two-thirds vote of the Council. Moreover, a motion to rescind cannot be considered after publication of the legislation sought to be rescinded.

Thus, if any Council member wishes to ask for reconsideration of a question, the motion should be:

- Made at the meeting at which the question was considered, in which case the motion for reconsideration would be considered immediately at that time; or
- Made at the next succeeding Council meeting, in which case the motion would be considered at the meeting if it had been placed on the meeting agenda and noticed, or would be treated as being a matter introduced at the meeting and referred to the next Council meeting for consideration.

If you have any questions on this, please contact me or Assistant City Attorney Roger Allen.

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Michael P. May  
City Attorney

MPM:ph

## Mautz, Susan

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**From:** Haas, Michael R  
**Sent:** Wednesday, November 16, 2022 1:00 PM  
**To:** All Alders  
**Cc:** Rhodes-Conway, Satya V.; Bottari, Mary; Schmiedicke, David; Koh, Christine E; Kapusta-Pofahl, Karen; Jaeger, Katie J  
**Subject:** Substitutes vs. Motions to Substitute

NOTE: THIS IS INTENDED TO BE A ONE-WAY ELECTRONIC MEMORANDUM. DO NOT REPLY TO ALL. This is an electronic memo, and is not to institute a discussion of any of the matters in the memo. Do not reply to all from this email. Any response should be delivered to the sender only.

Alders,

At last night's meeting, there was discussion of "substitutes" being offered to budget amendments. For years there has been confusion regarding a "motion to substitute" which is made on the Council floor pursuant to Robert's Rules. The confusion arises because we use the term "Substitute" to describe an ordinance or resolution that the sponsor has approved before an item comes to the Council floor. I am writing to provide information which hopefully will help to explain the difference between those two actions. The distinction is significant because it determines whether one or two votes are required for a particular agenda item. I have received some questions about why two votes were taken when a "substitute" was purportedly proposed for the budget amendment related to the River Food Pantry.

Former City Attorney Mike May issued at least two memos on this topic because of the persistent but procedurally incorrect practice of treating a motion to substitute as a Substitute ordinance. I am attaching his 2011 memo on the topic which provides a concise summary. There is a more detailed explanation of the use of Substitutes and Alternates, and processing those items, in Attorney May's 2009 memo which I have also attached. A Substitute, of course, can be offered before an item gets to the Council floor when the sponsor agrees to it. When the item is considered by the Council, the Substitute can be offered and if it passes, that is the action adopted by the Council without taking up the original motion.

But once the agenda item is taken up, it is no longer in order to offer a Substitute or an Alternate that would replace the original motion. The proposal may only be amended. Robert's Rules does include a "motion to substitute" which may be made on the floor but that is basically a motion to amend that usually relates to larger sections of the proposal or even replaces the entire language. If the motion passes, the substituted language is incorporated into the original motion which is then considered by the Council. If the motion to substitute is defeated, the original motion is also taken up. This excerpt from City Attorney May's 2011 memo crystalizes why two votes need to be taken when there is a motion to substitute made on the floor.

In the past, the Council often simply accepted the substitute as the main motion, without a separate vote on it. This causes problems in that certain members of the Council might prefer the substitute amendment to the main motion, but may wish to ultimately oppose even the substitute amendment. Other Council members might oppose the substitute amendment and prefer the main motion, but would still vote for the substitute if it were accepted as the main motion before the body. By failing to vote both on whether to accept the substitute as the main motion and then whether to adopt it, the Council has fallen out of the practice required by *Robert's Rules*.

The confusion surrounding these procedures is strictly because of the terms that are similar but have different meanings. It is much easier to keep straight if we simply think of a "motion to substitute" as a motion to amend. In fact, banning the term "substitute" when changes are proposed after the item is taken up may clear things up quickly. A motion to amend accomplishes the same goal and is more easily understood. On the other hand, if the Council wishes to permit true Substitutes and Alternates to be proposed after an item is taken up on the Council floor, that could be

accomplished by a change to the ordinances. I think there is some logic to requiring only one vote when a Substitute or Alternate has been made public beforehand, especially before the start of a Council meeting, but that is a rule that is within the Council's authority to change.

I hope this is helpful, but feel free to contact me if you have any questions.

Mike



*Michael Haas*

City Attorney ~ City of Madison  
210 Martin Luther King Jr. Blvd, ~ Room 401  
Madison, WI 53703  
608-266-6598 Direct Line  
FAX: 608-267-8715  
[mhaas@cityofmadison.com](mailto:mhaas@cityofmadison.com)

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**CITY OF MADISON  
OFFICE OF THE CITY ATTORNEY  
Room 401, CCB  
266-4511**

Date: April 21, 2011

**MEMORANDUM**

TO: Mayor Paul Soglin  
All Alders

FROM: Michael P. May, City Attorney

RE: Point of Order: Correct Use of a Substitute

Point of Order memos are an occasional series that I issue to clarify points of parliamentary procedure. This memorandum discusses the correct use of substitute amendments on the Council floor.

I have noticed over a period of time that the Common Council has become less precise about the use of the term "substitute" on the Council floor. The City Attorney (OCA) has been less than vigilant in correcting erroneous usage when it has occurred. I hope by this memo to make the procedure more clear and consistent.

The first portion of this memo discusses the related topic, the City's colloquial and internal use of the term "substitute" and "alternate" to designate changes made in an ordinance or resolution **prior** to reaching the Council floor. The second portion of the memo points out the incorrect use of the term "substitute" on the Council floor. The third portion of the memo identifies the proper use of substitute amendments per *Robert's Rules of Order (10<sup>th</sup> Ed.)*.

**Substitutes and Alternates Prior to Reaching the Council Floor**

Pursuant to the procedure worked out between the OCA, the Clerk's office, and Council leadership, changes to a proposed ordinance or a resolution made prior to it reaching the Council floor for action are given the name "substitute ordinance / resolution" or "alternate ordinance / resolution." A substitute is one where changes have been made and the original lead sponsor of the ordinance or resolution is continuing to sponsor it. An alternate is one where changes are made which are not supported by the original lead sponsor, but are requested by another member of the Common Council.

These terms are useful to describe the changes that occur in initial legislative proposals from the time they are first introduced to when they get back to the Council floor for action. If the proposal goes through several changes, or has several different



sponsors, you may have, say, a "third substitute ordinance" or "third alternate ordinance" which is taken up on the Council floor.

When these items come before the Council for consideration, a motion to adopt either the substitute ordinance or alternate ordinance often is the main motion before the Common Council. While the City uses these terms to delineate the nature of changes that have been made in proposals as they proceed through the City's legislative process, they are internal legislative drafting descriptions used by the City. As such, they are distinct from and independent of the proper parliamentary use of a "motion to substitute" under *Robert's Rules of Order*.

If any alder wishes to receive a copy of the more lengthy memo from 2007 describing the process for substitutes and alternates prior to reaching the Council floor, please contact me.

### **Improper Use of Substitutes on the Council Floor**

At various times, Council members will offer to make motions such as a "substitute motion to refer," or a "substitute amendment to place on file," or a "substitute amendment to strike paragraph 2 of the ordinance," or similar motions. These are all incorrect uses of the term "substitute" on the Council floor. A motion to refer is simply a motion to refer. A motion to place on file is simply a motion to place on file. Each motion simply proposes a particular action with respect to the item before the body. Something that is called a substitute amendment but only makes a minor change to the matter before the Council is in fact a simple amendment, not a substitute.

### **Proper Use of Substitutes on the Council Floor**

*Robert's Rules* describes a motion to substitute as follows (Sec. 12, page 146 at lines 15-20):

A motion to Amend by striking out an entire paragraph, section, or article – or a complete main motion or resolution – and inserting a different paragraph or other unit in its place is called a "motion to substitute" and the paragraph or resolution to be inserted is said to be offered "or proposed" as a substitute.

Thus, if the proposed amendment is to make wholesale changes in paragraphs or in the entire body of the resolution or ordinance that is the main motion before the Council, it is a form of amendment called a "motion to substitute" in *Robert's Rules*, or often called a "substitute amendment" (as, for example, in the Wisconsin Legislature).

Under the procedures of *Robert's Rules*, when such a substitute is offered, the body must first vote on whether to accept the substitute as the main motion before the body.

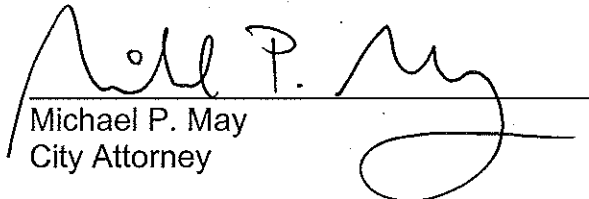
Thus, there should first be a motion and a vote on whether to accept the substitute, and if it is accepted, a motion and a vote to adopt the proposal as amended. In this manner, a motion to substitute or a substitute amendment is no different than another simple amendment.

In the past, the Council often simply accepted the substitute as the main motion, without a separate vote on it. This causes problems in that certain members of the Council might prefer the substitute amendment to the main motion, but may wish to ultimately oppose even the substitute amendment. Other Council members might oppose the substitute amendment and prefer the main motion, but would still vote for the substitute if it were accepted as the main motion before the body. By failing to vote both on whether to accept the substitute as the main motion and then whether to adopt it, the Council has fallen out of the practice required by *Robert's Rules*.

The key point here is a true motion to substitute or substitute amendment requires two separate votes by the Common Council. The first is whether to accept the substitute, and the second is whether to approve the ordinance or resolution as amended by the substitute. If the substitute is not accepted, the prior or original form of the main motion remains the one before the Council.

Like any other amendments, motions to substitute are subject to the usual procedure of themselves being amended prior to final consideration by the Council. Additionally, an "alternate" version of an ordinance or resolution, drafted prior to the meeting, may be proposed to the body as a motion to substitute.

Please let me know if you have any questions on this.

  
Michael P. May  
City Attorney

CC: Maribeth Witzel-Behl  
Department and Division Heads  
Deputy and Assistant City Attorneys

MPM:pah

**CITY OF MADISON  
OFFICE OF THE CITY ATTORNEY  
Room 401, CCB  
266-4511**

Date: May 15, 2009

**MEMORANDUM**

TO: Mayor Cieslewicz  
All Alders  
All Agency Heads

FROM: Michael P. May, City Attorney

RE: **Revised Procedures for Substitute or Alternate Ordinances or Resolutions**

This memorandum explains the procedures for preparation and consideration of substitute and alternate ordinances or resolutions. This direction is needed because of some confusion as to how the process is to work, and the need for some clarifications since the City began to use the Legistar process.

The procedures set out in this memorandum have been developed with input from the Mayor's Office, the City Clerk's office and the Common Council Organizational Committee. Please note that the changes set out in this memorandum will require some corresponding changes in APM 3-1 and the related documents identifying the nature of a Substitute, Alternate or Amended ordinance.

These new procedures should be used for all drafting done after the May 19, 2009, Common Council meeting.

## **Definitions**

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**Sponsor:** Alder(s) or Mayor who sponsor legislation. The lead sponsor, that is, the member who first requested that the resolution or ordinance be prepared, should be the first name listed on the legislation. This is a change. In the past, sponsorship often was listed alphabetically or the Mayor was placed first even if the Mayor was not the lead. Section 2.05(6) of the Madison General Ordinances defines sponsorship requirements and also outlines the provisions that are exceptions. (MGO Section 2.05(6)(a) through (6)(i)), and section 2.05(7), attached to this memo). Among the common exceptions are Common Council by Request and Common Council by Petition. The Plan Commission may also sponsor ordinances related to zoning matters, sec. 28.12(10)(b)2., MGO.

**Lead Referral:** Lead committee/commission/board whose recommendation will be on the floor for Council action unless another version is moved. If the Lead Referral's recommendation is to adopt legislation, it must have a sponsor. If the legislation is modified by the Lead Referral, the modified legislation must be sponsored and will be either a Substitute or an Alternate.

**Secondary Referral:** Other committee/commission/board that reviews legislation, proposes changes to legislation and reports their recommendation(s) to the Lead Referral.

**Substitute Ordinance/Resolution:** Any change in the ordinance or resolution that is approved by the Lead Sponsor prior to consideration on the Council floor. This includes changes to resolutions or ordinances sponsored by a body such as the Board of Public Works.

**Alternate Ordinance/Resolution:** Legislation proposed by a member of the Council that is an alternate to and is not approved by the lead sponsor prior to consideration on the Council floor.

**Amended Ordinance/Resolution:** Any change approved on the Council floor proposed by a member of the Common Council, whether made to the lead referral's recommendation, a substitute, or an alternate.

### **Proposed Changes from Secondary Referral Agencies**

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- Staff person for the committee requesting the change enters the recommended changes in their MINUTES (Action Note field). This information returns with the action to the Lead Referral. *Keep the lead referral staff person informed.*
- The Lead Referral should then consider the recommended changes at its meeting.
- If the Lead Referral approves the changes AND the lead sponsor approves the changes, a **Substitute** should be drafted as a result of the Lead Referral's recommendation. The lead sponsor is the first sponsor listed in the legislative file. As noted below, the drafter should assume that the Lead and other Sponsors will continue to sponsor legislation until informed otherwise. The drafter should keep the Lead and other Sponsors informed of any changes to the legislation.
- If the Lead Referral approves the changes AND the lead sponsor **DOES NOT** approve the changes but another sponsor is willing to support the changes, an **Alternate** should be drafted as a result of the Lead Referral's recommendation. The lead sponsor is the first sponsor listed in the legislative file.
- Any changes proposed by the Secondary referrals should be added as an attachment to the legislative file.

NOTE: Secondary Referrals cannot authorize the drafting of a substitute. If, however, the Lead Referral or the Lead Sponsor refuse to approve suggested changes from the Secondary Referrals, and another Sponsor is found, an Alternate may be presented by that Sponsor.

### **Proposed Changes from Lead Referral Agencies/Committees**

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- Staff person for the Lead Referral enters the recommended changes in their MINUTES (Action Note field).
- All changes to the text file of legislation approved by the Lead Referral should be entered by the original drafter/preparer of the legislation (can be found in the Extra Information sheet tab of the legislative file; all ordinance drafting must be done by the City Attorney).

- Before any changes are entered into the text file, the Lead Referral staff person must determine if the new version is going to be a Substitute or an Alternate (see above under Proposed Changes from Secondary Referral Agencies). The Lead Sponsor will be notified with a presumption they approve and that the change will result in a Substitute, unless they say otherwise within a specified time or unless they already contacted the staff person. If the Lead Sponsor is not willing to offer the Substitute, the Lead Referral must find another sponsor, and the change will be called an Alternate. Drafters of legislation also will assume that all Sponsors will remain sponsors unless notified otherwise. Staff should keep the Lead Sponsor and other Sponsors informed of changes in a substitute.
- The original (or previous) version of the legislation **MUST** be added as an attachment in the legislative file (use the Master Generic report and attach the original or previous version as a PDF) by the drafter that is preparing the substitute or alternate. This will keep a record of versions of the legislation in Legistar.
- After the recommended changes to the text are entered, the fiscal note process must be followed. The drafter/preparer needs to obtain the fiscal note approval by the Comptroller's office. The drafter/preparer should notify the Clerk's office that the fiscal note has been approved, so the file can be placed on the Common Council agenda.
- The staff person should take their action in their minutes on the new version that has been created by the drafter.
- Any legislation must have a sponsor to be considered by the Council. A Lead Referral's recommendation to place on file or refer legislation may be considered by the Council even if the lead sponsor disagrees with that recommendation.
- The sponsors have many opportunities to remove themselves as sponsors up to the point it is on the Council floor for final approval. Sponsors wishing to be removed or added to legislation should contact the Clerk's Office, the Council Office or, for ordinances only, the City Attorney. An Alder may move to adopt the original legislation or an Alternate version of the legislation on the Council floor.

NOTE: If there is a change to legislation that is editorial in nature (misspellings, punctuation errors, minor corrections to sentence structures), then a substitute should **NOT** be drafted. The original drafter should just make the correction(s).

### **Proposed Changes Outside of Committee Action**

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- In some instances, the Lead Sponsor wishes to make changes to an ordinance or resolution outside of consideration by the Lead Referral. These changes may occur prior to the Lead Referral's action or after the Lead Referral's action. Any proposed change sponsored by the Lead Sponsor made prior to action on the Council floor should be presented as a Substitute. Changes made on the Council floor will result in an Amended resolution or ordinance.
- The Lead Sponsor may propose a Substitute to be considered by the Lead Referral. Any Sponsor

may propose an Alternate to be considered by the Lead Referral.

- All changes to the text file of legislation proposed by the Sponsor should be entered by the original drafter/preparer of the legislation (can be found in the Extra Information sheet tab of the legislative file; all ordinance changes must be drafted by the City Attorney).
- After the recommended changes to the text file are entered, the fiscal note process must be followed. The drafter/preparer needs to obtain the fiscal note approval by the Comptroller's office. The drafter/preparer should notify the Clerk's office that the fiscal note has been approved, so that the file can be placed on the Common Council agenda.
- The sponsors have many opportunities to remove themselves as sponsors up to the point it is on the Council floor for final approval. Sponsors wishing to be removed or added to legislation should contact the Clerk's Office, the Council Office or, for ordinances only, the City Attorney. An Alder may move to adopt the original legislation or another Alternate version of the legislation on the Council floor.

### **Amendments on the Council Floor**

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- Any changes made to an ordinance or resolution on the Council floor will result in an Amended ordinance or resolution. The City Clerk will make the changes in Legistar as part of the proceedings of the Council.

### **Information**

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- Multiple versions of a file cannot be listed on a Council agenda in Legistar. So the previous versions of legislation MUST be included as attachments in the corresponding legislative file and the version as recommended by the lead referral will be the version that appears on the Council agenda.

cc: Maribeth Witzel-Behl  
Janet Piraino  
OCA Staff and Attorneys

## 2.05 INTRODUCTION OF BUSINESS.

- (6) Unless otherwise provided in these ordinances, no ordinance or resolution shall be introduced unless it is sponsored by a member of the Common Council or the Mayor or both. Use of a Common Council member's name as sponsor must be with his or her knowledge and consent. This provision shall apply not only to ordinances and resolutions, but also to all substitutes and amendments. The provisions of this subsection shall not apply to the following:
- (a) Recommendations of the City Attorney or Risk Manager relating to claims.
  - (b) Recommendations and advice of the City Attorney relating to litigation in which the City is or is going to become involved.
  - (c) Changes to ordinances and resolutions which may be mandated by state or federal law.
  - (d) Recommendations of the Personnel Board relating to the classification of positions.
  - (e) Changes to ordinances and resolutions which may be required by the adoption of the annual City Budget.
  - (f) Petitions for direct legislation pursuant to the provisions of Section 9.20 Wis. Stats.
  - (g) Ordinances and resolutions necessary to implement Public Works projects previously approved in the annual City Budget or allowed under sub. (2) of this ordinance.
  - (h) Zoning map or text amendments allowed under Sec. 28.12(10)(b), MGO, to be sponsored by the Plan Commission or Planning Division.
  - (i) Changes to ordinances recommended by the City Attorney which are intended to correct errors, omissions or inconsistencies therein.
- (7) For any matters not sponsored by a member of the Common Council, the sponsoring officer or body shall be indicated by name. (Cr. by ORD-07-00194, 12-20-07)