

January 8, 2014

TO: Opinion file
FROM: J. Parker Cann, Assistant Director
SUBJECT: Voting Rights of the Chair

Opinion no.: 97-13

Standard rules of order indicate that the chair of the board of directors, if he or she is a member of the board, has the same voting rights as any other director. The chair protects impartiality by exercising voting rights only when his or her vote would affect the outcome. In such cases the chair can either vote and thereby change the result, or can abstain. If the chair abstains, he/she announces the result of the vote with no mention of his/her own vote.

The outcome of any motion requiring a majority vote will be determined by the chair's action in cases in which, without his/her vote, there is either a tie vote or one more vote in the affirmative than in the negative. Because a majority of affirmative votes is necessary to adopt a motion, a tie vote rejects the motion. If there is a tie without the chair's vote, the chair can vote in the affirmative, thereby creating a majority for the motion. If the chair abstains from voting in such a case, however, the motion is lost (because it did not receive a majority).

If there is one more affirmative vote than negative votes without the chair's vote, the motion is adopted if the chair abstains. If he/she votes in the negative, however, the result is a tie and the motion is therefore lost.

In short, the chair can vote either to break or to cause a tie or, when a two-thirds vote is required, can vote either to cause or to block the attainment of the necessary two-thirds.