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What Does “Ex Officio” Really Mean and What Rights Come With It?

Jim Slaughter

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What Does “Ex Officio” Really Mean and What Rights Come With It? by Jim Slaughter

Can I vote as an ex officio member?

Can we ask ex officio members to leave?

I hear such questions often. And almost every time, the issue is not the rules. It is a misunderstanding of what “ex officio” actually means.

Ex officio simply means “by virtue of an office.” A person is on a board or committee because they hold a certain position. When they leave that position, the next person in the position automatically takes their place.

Many people think “ex officio” means a person cannot vote. As I note in *Robert’s Rules of Order Fast Track* (p. 101):

“Ex officio is often misunderstood to mean a member who does not have the right to vote.”

The term “ex officio” itself does not limit rights unless the rule creating the position says so, such as ex officio “without the right to vote.”

FYI, references in this article are to *Robert’s Rules of Order Newly Revised*. If your organization follows another parliamentary manual, such as a version of *The Standard Code of Parliamentary Procedure* (“Sturgis”), the approach is generally more flexible.

Under the Authority of the Organization

The more important question is whether the ex officio member is under the authority of the organization.

If the person is a member, employee, or officer of the organization, then, as explained in *Notes and Comments on Robert’s Rules of Order, Fifth Edition*, “there is no distinction between that person and other members.”

That means the ex officio member has the right to attend meetings, speak, make motions, vote, and is counted toward quorum.

If the person is not under the authority of the organization, the result is a little different. The individual can still attend meetings, speak, make motions, and vote. But the person does not have to attend and is not counted when figuring out quorum. In short, as noted in *Robert’s Rules of Order (12th Edition)*, the individual “*has all the privileges of board membership . . . but none of the obligations.*” *RONR (12th ed.)* 49:8.

A Simple Example

Assume a nonprofit association names the President of *some other organization* as an ex officio member of its board.

The ex officio board member is not under the authority of the nonprofit. So, the member can attend meetings, speak, make motions, and vote. But the individual does not have to attend and is not counted toward quorum.

Now change the facts. Suppose the ex officio member is the organization’s executive director. The executive director is under the authority of the organization. As a result, the executive director has the same rights and duties as any other board member, including being counted toward quorum.

Same title. Different result.

There are two additional *Robert’s* points worth noting. When the President serves as an ex officio member of a committee, the President has the same rights as other members but does not have to attend and is not counted toward quorum. *RONR (12th ed.)* 47:20.

Also, while bylaws sometimes make the President a member of all committees, *Robert’s*

cautions that the nominating committee should be excluded from that type of provision. RONR (12th ed.) 47:20.

The key takeaway is simple. “Ex officio” alone does not mean nonvoting or honorary. Most ex officio members have full rights. The real issue is whether the person is under the authority of the organization, which affects quorum and duties, not basic rights.

ABOUT THE AUTHOR:

Jim Slaughter is an attorney and professional parliamentarian who advises organizations across the United States on meeting procedure, governance, and the practical application of parliamentary law. He is a Certified Professional Parliamentarian, a Professional Registered Parliamentarian, and a past President of the American College of Parliamentary Lawyers.

Jim is the author of four books on parliamentary procedure and effective meetings, including [Robert's Rules of Order Fast Track: The Brief and Easy Guide to Parliamentary Procedure for the Modern Meeting](#) and [Notes and Comments on Robert's Rules, Fifth Edition](#), both updated for the Twelfth Edition of *Robert's Rules of Order Newly Revised*. His writing is widely used by boards, attorneys, parliamentarians, and association leaders.

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