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October 6, 2006

Ms. Ann G. Macfarlane  
Executive Director, NAJIT  
603 Stewart St. Suite 610  
Seattle WA 98101-1275

Dear Ms. Macfarlane:

The following is a parliamentary opinion written in response to a letter from you, dated June 24, 2006, in which you outlined a series of events that took place before, during, and after the NAJIT Annual Convention held on May 20 and 21, 2006, relating mainly to a resolution placed before the meeting body by Mr. Aaron Ruby, and its subsequent disposition.

Responding to the specific questions that were asked:

1. What would be the normal way for a resolution of this type to be processed under the sequence of events described above?

A relatively large resolution, such as that prepared by Mr. Ruby, would indeed normally be sent to a small group of people for detailed consideration, particularly if it contained complex or controversial elements. In many organizations a "Reference Committee" or "Resolutions Committee" is established in the bylaws or standing rules and all motions must go to that committee for review well ahead of the meeting at which they will be considered. The NAJIT follows this procedure, according to your Standing Rules, and uses the Bylaws and Governance Committee as a Reference Committee. The NAJIT, and other organizations, also allow for a "short circuit" where late resolutions can come directly to the floor of the meeting, usually with an extra hurdle to overcome. Mr. Ruby made use of this short circuit.

In the case of Mr. Ruby's resolution, since it came to the meeting at the last minute and was rather extensive, it is entirely appropriate for the membership to refer it to a (standing or special) committee (or, for that matter, directly to the Board of Directors) for review if the members feel

it is too extensive and perhaps controversial to deal with on the spot. The NAJIT did this, referring it to the Advocacy Committee. However, what the NAJIT did *not* do was give any specific instructions to the committee as to what it was to do with the resolution other than “further discussion and consideration.” It is more normal for the referring motion to ask, additionally, for recommendations, possibly amended or edited versions of such resolutions, and to specify a time line indicating when, and to whom, the committee should report. The NAJIT may have “established customs” (RONR, p. 17) that speak to these additional committee instructions but I, unfortunately, do not know if this is true nor what they may be. So what *did* the members want the Advocacy Committee to do?

One can reasonably infer, in the light of the informal May 21 “open session” to discuss the resolution, that the members did not want to wait until the next Annual Meeting to have a report back from the Advocacy Committee – there was to be “something ready for consideration” by July 1 or so, although there was no formal specification of that date. This then raises the question “Consideration, but by whom?” Since the NAJIT meets only annually, and there are no provisions for “Special Meetings” of the general membership in the bylaws, that leaves only the Board of Directors, under their “vested” authority to act on the “concerns of the Association”, as the body to which the Advocacy Committee should report, on or after July 1, 2006.

2. What powers does the Advocacy Committee have with regard to:
  - a) considering modifications to and action on the Draft Resolution?
  - b) consulting with Mr. Ruby or others who are not members of the committee?
  - c) making recommendations to the Board of Directors?
  - d) making recommendations to the membership as a whole at the next annual Meeting?

Responding to these questions will outline what the Advocacy Committee can do with the resolution during its “further discussion and consideration” and preparation of a report to the Board.

2a): The committee, in the absence of any more specific instructions, has essentially a free hand. Whatever it comes up with, amendments, revised (or substitute) version(s) of the resolution, &c., should appear as recommendations to the Board in their report.

2b): It is entirely up to the committee, by majority vote if necessary, to invite any non-committee-members (who need not be NAJIT members either) to attend meetings or consult with the committee.

2c): As in the response to 2a), it can recommend anything it wishes. If there is controversy within the committee, the report should be adopted by a majority vote.

2d): Certainly they should make a report of some sort – probably only a summary – to the general membership next year. However, by the time of the next meeting, the whole matter may well be out of the committee’s hands. The Board, by then, will presumably have received the committee’s recommendations and acted on them as it sees fit, so the Board should then make a full report of its actions, including the text of whatever resolution they finally adopted, if any, to

the general membership. The Board could also bring a version of the resolution to the general membership for their consideration at that Annual Meeting, if it wishes.

3. What powers does the Board of Directors have with regard to:
  - a) directing the Advocacy Committee in its work?
  - b) acting upon any recommendation made by the Advocacy Committee?
  - c) passing the Draft Resolution or a different motion on the same subject?
  - d) seeking the opinion of the membership on this matter?

3a): Normally, not much. The membership gave the Advocacy Committee its instructions (such as they were) so it behooves the Board to let the committee do its work, unimpeded. If the membership wanted the Board involved from the start, they could have referred the resolution directly to the Board.

3b): A free reign. Once the Advocacy Committee submits its report to the Board, the Board is free to act on those recommendations, or any others that it perhaps comes up with itself and likes better. The whole resolution is then in their hands.

3c): Ditto.

3d): The Board certainly can send out some sort of question or survey to the membership as an aid in its deliberation as to what to do with the resolution, in any of its possible configurations, but it should be made clear that the survey is completely non-binding on the Board. The Board, at this point, is in charge.

4. What is the customary and proper procedure for closing an annual meeting to non-members? Based on your experience as a professional parliamentarian, what do you recommend with regard to closing annual meetings of members to non-members?

The standard means of doing so is for any member to “move to go into Executive Session”, RONR, p.92. Mr. Ruby, for example, could have done so if he was concerned about the presence of non-members at the Annual meeting . Had a majority agreed with him and the motion, non-members would have been excused from the meeting. Evidently this did not happen, so Mr. Ruby’s concerns cannot now be acted upon.

Whether going into secret session *should* happen is so much a matter of the situation at the time that I would hesitate to recommend any general course of action. Certainly any member, if concerned, has every right to move for “Executive Session”; and then a majority can, by defeating the motion, assert that the “concern” is excessive. RONR has no specific rules about “reasons” for going into Executive Session, it is simply a decision for the majority to make.

Responding to some other points that appear to have been of concern:

Since it is the “standard” that committee members are appointed for terms “corresponding to that of the officers” (RONR, p. 484), Mr. Ruby should have understood, or should have been told, that his appointment to the Advocacy Committee was, of necessity, for a rather short duration.

Further, the NAJIT Bylaws make it entirely clear that the (new) chair of the committee has a free hand in appointing whoever she wishes to the committee, subject to Board approval. RONR, p. 169, further makes it clear that the power to appoint carries with it the power to remove or replace members on the committee at will (subject, in NAJIT's case, to Board approval of any replacements).

It is probably also worth noting that your Standing Rule 1 dealing with the 60 day requirement for motions is in reality a *permanent* Standing Rule, not just something adopted for any particular Annual Meeting. Obviously, since it puts a requirement on members to do something *before* the meeting, it cannot be enacted in a *post facto* manner *at* the meeting. The other two rules apply only to procedures at the Annual Meeting and can properly be re-adopted (with variations) at each meeting. It might be a good idea to append the first rule, clearly marked as a "Standing Rule", to the bylaws so there would be no question of its continuing effect.

Sincerely,

/s/

John D. Stackpole