

# The Florida Parliamentarian

*Let All Things Be Done Decently and In Order*

## CALENDAR

**FSAP Annual Meeting**  
Postponed

**NAP Training Conference**  
August 28-30, 2020  
San Antonio, Texas

**Nomination for Members  
of Distinction Deadline**  
September 1, 2020

## Annual Meeting Postponed

With concern for the health of members, the FSAP Executive Board has rescheduled the annual spring meeting of FSAP to meet in conjunction with the fall 2020 meeting.

As authorized by Florida Statutes 617.0303, Subsection (5) and 617.0207, Subsections (1),(3), and (5),the FSAP Executive Board declared that an emergency exists and exercised its power under the statutes to adopt an emergency bylaw. This emergency bylaw allowed the Board to waive the requirement that FSAP hold a spring meeting each year (Bylaws, Article VII, Section 1.A) and, therefore, to reschedule the spring 2020 meeting to fall 2020.

Meetings Coordinator, Julie Palm, is working with the Embassy Suites Hotel in Brandon to move the date of the meeting. As soon as the information is available, members will be notified.

According to the bylaws, the nominating committee is elected at the annual session in even-numbered years. This requirement will be fulfilled in a short annual meeting to be scheduled just prior

to the fall meeting scheduled on the same day.

The FSAP Board is aware that a number of units have also canceled or may be planning to cancel their spring meetings, even though these meetings are required by the unit's bylaws. The executive boards of the units have, and may wish to exercise, the same authority as the FSAP Executive Board under Florida Statute 617 to declare an emergency and then to adopt an emergency bylaw that will let the unit cancel or postpone any unit meeting that is scheduled to be held during the emergency. If the unit wishes to meet virtually (telephone or web meeting), an emergency bylaws could be adopted to facilitate that action as well.

Members are encouraged to attend the NAP Town Hall on March 31, from 8:00 to 9:30 p.m. EDT on Parliamentary Advice in the COVID-19 World. [nap.adobeconnect.com/townhall](http://nap.adobeconnect.com/townhall)

President Henry Lawton and the Executive Board wish all the members good health and stay safe.

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## PRESIDENTIALLY SPEAKING....



President Henry Lawton, PRP

As parliamentarians, in my opinion, teaching is the most important function of a parliamentarian. We, as parliamentarians, may write scripts; assist with developing new bylaws or modifying existing bylaws; preside at meetings; assist the presiding officer in our clubs, church organizations, business organizations, clients, etc.; but teaching others the proper procedures for conducting a meeting, is number one.

When we are teaching parliamentary procedure (think about it, procedure) there are more times than we may realize that some of those listening to us are lost on the simplest principle. We must frequently check to see if there is understanding. I have been a teacher/trainer/presenter for many years. Over those years I have learned that I have a responsibility to the participants, to the best of my ability, to try to *understand if they are understanding the topic that I am presenting*.

Recently, as I was presenting a topic at our unit meeting, we were having an open discussion on the object of an organization. The discussion turned to a main motion that related to the object. The discussion then moved to a simple amendment to the main motion as it relates to the object. One participant was lost. They thought that the motion that they made was theirs exclusively and no one could modify it. Therefore, they could not and did not understand the concept of amending.

Mr. President, why are you discussing this?

Because people frequently ask me, "What is a parliamentarian? What does a parliamentarian do?"

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**DEADLINES FOR COPY**

March issue      February 1

June issue        May 1

September issue    August 1

December issue    November 1

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**FSAP WEBSITE**

<http://www.flparliamentarian.com>

As parliamentarians we must to the best of our ability teach/train/inform the meeting on the concepts of parliamentary procedure, remembering that most people really do not have a good understanding of good, productive meetings. Most times they rely on “custom” rather than what Robert’s says.

I ask each of you to think about presenting at one your unit meetings or at our association meetings. These meetings are one of the safest places to learn and gain confidence as a presenter of parliamentary procedure. Ask for a truthful written evaluation of your presentation, the evaluations will assist you to become a confident presenter, it works.

Henry C. Lawton, Jr.  
Professional Registered Parliamentarian

## DUES RENEWAL—VERY IMPORTANT INFORMATION!



Please make sure you have submitted your 2020 dues for all Provisionals. I have been made aware that some units have their provisionals and NAP members pay their dues directly to FSAP. Presidents or Treasurers please make sure all FSAP dues of \$25.00 are paid by March 31, 2020.

Mail your forms and check payable to FSAP to Karen Price, 474 Marina Way, Ellenton, FL 34222. If you have any questions PLEASE contact me at [craftyksp@gmail.com](mailto:craftyksp@gmail.com)

**Please use the forms when you submit your checks for Provisional Renewals and any New Provisionals.** It is important for FSAP to have the correct information on all our members. NAP sends the information to me on all renewing NAP Members, however unit treasurers are our only source of information on our Provisional members, and it is **VERY IMPORTANT** to have correct information. The forms are found in this publication and on the FSAP website in the member portal. <http://www.flparliamentarian.com> Password for the member portal is fsap.

It is also **VERY IMPORTANT** to advise me and the membership assistant Linda Young at [lindanny53@aol.com](mailto:lindanny53@aol.com) when ANY information changes on ANY member and **VERY IMPORTANT** that NAP is also advised of changes with anyone that is a **NAP** member.

FSAP dues are \$25 per year. If not paid by March 31, membership is terminated. Mail your forms and check to Karen Price, 474 Marina Way, Ellenton, FL 34222.



All page numbers are references to *Robert's Rules of Order Newly Revised*, 11th ed., unless otherwise noted. Send questions to the Associate Editor, Mark Moriarty, PRP

E-mail to: [mmoriarty2016@outlook.com](mailto:mmoriarty2016@outlook.com)

### QUESTION:

I am reaching out to you because Robert's Rules of Order makes my eyelids twitch. The question is, a) can a member who was absent for an earlier vote make a motion at a subsequent meeting to rescind the action, and b) can a member who was not on the board when the vote occurred move to rescind a vote that occurred prior to his joining the board? Our bylaws have a provision that states as follows: "Four affirmative votes shall be required to pass a resolution. The vote in question resulted in a 3-3 tie. Since in our situation only 3 affirmative votes were obtained wouldn't that alone result in denial? For instance, a 3-4 vote (on a motion to approve) would have been a denial, as would have a 2-4 vote with one person absent. Do they get another bite at the apple because it happened to be a tie?"

### RESPONSE:

"Members have the right to attend meetings, to make motions, to speak in debate, and to vote" (§ 1 of Robert's Rules of Order 11th Ed.) "No member can be individually deprived of these basic rights of membership" (id.).

According to § 35 of Robert's Rules of Order 11th Ed. any member regardless how s/he voted on the original motion can move to

rescind a previous motion at any time. The Motion to Rescind is also known as a Motion to 'Repeal' or to 'Annul' and if that is the intent of the member than the motion is entirely legit. The only limitation on one's ability to make a motion in Robert's is the Motion to Reconsider (which is only available to those who voted on the prevailing side). When a member becomes a member, or whether he or she participated in an earlier consideration of a question does not affect his/her ability to move any item except for the limited circumstance of the motion to reconsider. Think about it, deliberative bodies are forever changing. With every new election, members come and go. Their ability to conduct business would be severely curtailed if the rule were otherwise.

Your question suggests tie votes or votes with not enough affirmative votes result in a denial. This is not so. When there is a tie or not enough votes, no official action is taken. The correct terminology is "the motion is lost" or "the motion is rejected", not the motion is denied (§ 44 of Robert's Rules of Order 11th Ed.). When there are not affirmative votes, the chair can request another motion, or the matter can be adjourned to a future time when additional members are expected to be present.

A Motion to Rescind would technically be out of order because no action was taken which can



continued

be rescinded. The correct motion therefore is either a Motion to Renew the previous pending motion or an entirely new motion to approve or an entirely new motion to deny the application.

If your organization has a history or a custom of treating tie votes or votes with not enough affirmative votes as denials §2 of Robert's Rules of Order 11th Ed. provides: "In some organizations a particular practice may sometimes come to be followed as a matter of established custom so that it is treated practically as it were prescribed by a rule. If there is no contrary provision in the parliamentary authority or written rules of the organization, the established custom should be adhered to unless the assembly, by a majority vote, agrees in a particular instance to do otherwise."

## **WELCOME NEW MEMBERS AND DIRECTORY UPDATE**

### **NEW REGISTERED PARLIAMENTARIANS**

Vanessa Brown, RP, Apollo XI

Makisha Cheeks, RP, Jacksonville

### **NEW NAP MEMBERS**

Jennifer Carfagno 5141 78th Ave. Pinellas Park, FL 33780; (727) 369-0619; jcarfagno@pinellas-park.com  
MAL

Shirley Castonguay 22333 Edgewater Dr., Unit D6 Port Charlotte, FL 33980;(603) 833-8550  
r\_s\_castonguay@hotmail.com; CCPU

LaShonda Henderson 3542 S.W. Viceroy St. Port St. Lucie, FL 34953; (772) 224-1498;  
lashonda.h.henderson@gmail.com; MAL

Darlene Laird 6407 Tabogi Trail Wesley Chapel, FL 33545

Justin Smith 1711 Dansby Rd. Wauchula, FL 33873; 863-781-3432; jksmithfarms@gmail.com; CCPU

### **NEW NAP STUDENT MEMBERS**

George Pratt 8052 Alderman Rd. Jacksonville, FL 32211; (904) 713-5804; ga.pratt1220@gmail.com; MAL

Ashley Wilder 3371 Buttonwood Ave. Deltona, FL 32738;(386) 532-7444; washley977@gmail.com MAL

### **NEW PROVISIONAL**

Teresa Sands, 3442 NW 176 Terrace, Miami Gardens, FL 33056; (305) 624-1728; tere-  
sasandso8@gmail.com; Broward-Palm Beach

## Let's Have Our Meeting or Convention Online! by Jim Slaughter, PRP



Due to the Coronavirus, in the last several weeks we have received a lifetime's worth of questions about moving in-person business meetings and conventions to some type of electronic format. Our firm's two Professional Registered Parliamentarian attorneys have assisted many clients in doing just that—board meetings, annual meetings, houses of delegates, etc. However, before jumping online there are considerations that should be addressed.

### Is an Electronic Meeting or Electronic Voting Allowed?

There are two main online approaches to conducting business: (1) an electronic meeting and (2) electronic voting. An electronic meeting attempts to mirror an in-person meeting to some extent—members likely get to participate, discuss proposals (whether by video, phone or text), and vote on matters. In contrast, with electronic voting, the member is usually limited to voting for or against a proposal.

***It's always best to find language in the governing documents or the law that authorizes electronic meetings or electronic voting.***

As a start, it's always best to find language in the governing documents or the law that authorizes electronic meetings or electronic voting. Without such support there may be legal or political challenges from members, which can be embarrassing and/or expensive, even if not eventually successful.

Depending on the type of organization and its location, some form of electronic meeting or electronic voting may already be permitted by law or the governing documents. For instance, for associations incorporated as nonprofits, many states have statutes that allow board meetings to be conducted telephonically or for decisions to be made by written unanimous consent, which may include e-mail. Membership meetings usually have fewer options. (See [The Coronavirus, Flu, and HOA/Condo Association Meetings](#))

On the other hand, national and international associations and unions tend not to have statutory support for doing things electronically. In those instances or when there is no helpful state law, we look to the governing documents for supporting language. Constitutions and bylaws sometimes have language that provides for voting outside of meetings or even electronic meetings under certain circumstances. Additionally, the governing documents may have provisions for extraordinary actions in the event of emergencies.

For organizations incorporated as nonprofits, there may also be state statutes that can assist in the event of an emergency. For instance, common nonprofit corporation act language permits a court to



## Let's Have Our Meeting/Convention Online (continued)

fix the time and place of a membership meeting, establish quorum, and enter such orders as necessary to accomplish the purposes of the meeting. Many nonprofit corporation acts also allow a board of directors to assume greater authority in the event of an “emergency,” which may be met if “a quorum of the corporation’s directors cannot readily be assembled because of some catastrophic event.” In instances of emergency, association boards by statute may also have authority to adopt, amend, and repeal bylaws to manage the corporation, even if the membership would normally have to be involved in that process.

At times, circumstances may require an online meeting even if there is no statute or governing document language for support. Emergencies such as pandemics or weather-related destruction may simply prevent an in-person meeting. Options at such times are to cancel the meeting, postpone the meeting, or determine how to transact business without a physical gathering. While there is always a risk with proceeding, given the circumstances and upon advice of the association’s legal counsel, some alternative means of making decisions may simply have to be done. Federal or state emergency declarations or prohibitions on large in-person gatherings may support such actions. Again, however, it is always best to find supporting language in the law or governing documents, and to obtain legal guidance as to options in the absence of such language.

*At times, circumstances may require an online meeting even in there is no statute or governing document language for support.*

### What Will Be the Format or the Platform of the Meeting?

We are often asked to contemplate rules for an online meeting before knowing what form the online meeting will take. It matters.

Is the intent that the meeting will attempt to mirror the in-person experience? If so, will it be an audiovisual meeting, such as a Zoom or Skype meeting, where members can see and talk to each other. How will members seek recognition (to debate, ask questions, or make a motion) in such an electronic format?

A step back from a full audiovisual meeting is a telephonic or audio meeting, which removes the visual component (and will lead to a different meeting experience). But how will members be recognized if the presiding officer cannot see when someone wishes to speak? And how would a member interrupt someone speaking to raise a Point of Order? How will motions with a higher priority be recognized?

A lesser option may be something in the nature of an online chat room meeting. Using this format,

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## Let's Have Our Meeting/Convention Online (continued)

members can neither see nor hear each other. Instead, members seek recognition from the presiding officer and, once recognized, have time to type their comments.

With any of the forgoing options, consideration must be given both the overall technology as well as the participant's technology. Will members have to download software or buy new equipment to participate? Will all members have a connection speed sufficient for a workable meeting?

***Consideration must be given to overall technology as well as the participant's technology***

Alternatively, do members need to gather at central locations where technology is present to allow the online meeting to function? What staff will be needed at the hub of the meeting? (The presiding officer, senior advisors, and parliamentarian may need to be physically together to coordinate the online meeting, just as if they were onstage at a meeting/convention.) Who will be available to members to answer real-time technology or meeting questions?

While the focus of this article is online meetings, recognize there are often options for decisions to be made outside of a meeting. State statutes for nonprofit corporations or the governing documents may permit elections or voting on proposals by written ballot, which may include electronic voting. The main difference from a meeting is that everyone will not be voting at the same time and there is no actual meeting. (See [The Coronavirus, Flu, and HOA/Condo Association Meetings](#))

### What Special Rules Should be Adopted to Facilitate the Meeting?

Once the form and technology platform of the online meeting is established, it is almost certain that special rules will need to facilitate the meeting. *Robert's Rules of Order Newly Revised (11<sup>th</sup> Edition)* notes that "If electronic meetings are to be authorized [in the Bylaws], it is advisable to adopt additional rules pertaining to their conduct." *RONR* § 9 (p. 97). (If you follow *The Standard Code of Parliamentary Procedure*, take a look at p. 109-10 on "Telephone and Electronic Meetings.") As with other rules of order for a convention or annual meeting, such rules tend to be adopted by the meeting body as one of its first acts.

Such "special rules of order" will vary depending on circumstances and whether the meeting is audiovisual, telephonic, or something like a chat room, but these questions should be considered:

- Who gets to participate?
- Do members connect individually or gather at central locations to participate?
- How do members seek recognition and obtain the floor?



## Let's Have Our Meeting/Convention Online (end)

- Must motions be submitted in writing in advance or can they be made during the online meeting?
- If motions are to be submitted in advance or in writing, what is the process for doing that? (Are motions emailed, typed into a chat box, or texted to a specific number?)
- Do motions need seconds? If so, should they be required up front, so as to not take up online meeting time?
- How long can members speak?
- How do you know for what reason a member seeks recognition? (It can matter whether someone wishes to speak for or against a proposal versus raising a Point of Order.)
- Are there total debate limits on proposals?
- How are votes taken? (On a small telephone conference, it may be possible to take voice votes or a roll call of members; however, in larger meetings there may have to be electronic vote counting.)
- If challenged, how are votes verified?
- How are votes reported? (Technology may allow the vote of each person to be shown, but that is normally NOT done at an in-person meeting.)

***With good planning as well as legal and parliamentary advice, it is possible to make efficient, workable online decisions.***

As can be seen from this discussion, moving a meeting online is more complicated than simply having the technology. However, with good planning as well as legal and parliamentary advice, it is possible to make efficient, workable online decisions. While online meetings are not yet a substitute for an in-person meeting with deliberation, they can get the job done, especially in difficult times.

Black, Slaughter & Black is the only law firm in the U.S. with two Professional Registered Parliamentarian attorneys who are members of the American College of Parliamentary Lawyers. Jim is author of two books on meeting procedure, *The Complete Idiot's Guide to Parliamentary Procedure Fast-Track* and *Notes and Comment on Robert's Rules* (Fourth Edition). For more information, visit [Parliamentary Law](#) or [www.jimslaughter.com](http://www.jimslaughter.com)

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# NEW PROVISIONAL APPLICATION

## FLORIDA STATE ASSOCIATION OF PARLIAMENTARIANS NEW PROVISIONAL APPLICATION



DATE \_\_\_\_\_

UNIT \_\_\_\_\_

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

CITY \_\_\_\_\_ STATE \_\_\_\_\_ ZIP+ \_\_\_\_\_

HOME PHONE \_\_\_\_\_ CELL \_\_\_\_\_

E-MAIL \_\_\_\_\_

### IMPORTANT INFORMATION

#### THE FSAP PRIMARY METHOD OF COMMUNICATION TO MEMBERS IS THRU EMAIL

The above information will be published in the Florida State Association of Parliamentarians (FSAP) Members Directory which is only available on line at the FSAP website for **members only**. If you do not want your information in the directory please indicate by placing your initials on this line

\_\_\_\_\_.

Signature \_\_\_\_\_ Date \_\_\_\_\_

*This form is to be sent to the Florida State Association of Parliamentarians Treasurer with the required STATE dues payment of \$25.00 2019/2020 Treasurer: Karen Price, 474 Marina Way, Ellenton, FL 34222*

# NEW PROVISIONAL RENEWALS FORM



## FLORIDA STATE ASSOCIATION OF PARLIAMENTARIANS PROVISIONAL RENEWALS

DATE \_\_\_\_\_

UNIT \_\_\_\_\_

PLEASE COMPLETE THE INFORMATION AND MAIL TO  
TREASURER WITH YOUR CHECK

Name \_\_\_\_\_

Address \_\_\_\_\_ City \_\_\_\_\_ ST\_ ZIP \_\_\_\_\_

Home Phone \_\_\_\_\_ Cell Phone \_\_\_\_\_

E-Mail \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City \_\_\_\_\_ ST\_ ZIP \_\_\_\_\_

Home Phone \_\_\_\_\_ Cell Phone \_\_\_\_\_

E-Mail \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City \_\_\_\_\_ ST\_ ZIP \_\_\_\_\_

Home Phone \_\_\_\_\_ Cell Phone \_\_\_\_\_

E-Mail \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_ City \_\_\_\_\_ ST\_ ZIP \_\_\_\_\_

Home Phone \_\_\_\_\_ Cell Phone \_\_\_\_\_

E-Mail \_\_\_\_\_

2019/2020 Treasurer: Karen Price 474 Marina Way, Ellenton, FL 34222

## Honor FSAP Members of Distinction

The FSAP Executive Board voted to recommend to the assembly at the FSAP annual meeting in May 2020 that the FSAP participate in the NAP building program fundraiser by purchasing tiles in honor of or in memory of FSAP members who have given extraordinary service to FSAP and/or NAP. The Executive Board encourages all members of FSAP to nominate members whom they believe deserve such recognition by the Association.

To implement the nomination process, President Henry Lawton, PRP, appointed a committee to solicit and to collect nominations and to recommend to the Board the names of those in whose honor or memory tiles should be purchased. The members of the committee are Helen Popovich, PRP, chair; Carol Austin, PRP; Shirley Brodbeck, RP; and Ann Guiberson, PRP.

The committee invites you to submit the names of FSAP members whom you believe should receive such recognition. Please fill out the nomination form for each of your nominees and email the completed forms to Dr. Popovich (hpopovich@mac.com) by September 1, 2020. The nomination form can be downloaded from the website, [www.flparliamentarian.com](http://www.flparliamentarian.com) on the Publications page in the March 2020 Florida Parliamentarian paragraph.

The committee also encourages you consider purchasing tiles to honor or memorialize your special mentors or others who impacted your growth as a parliamentarian. You can find information on the Wall of Honor tiles at: <https://polarengraving.com/thenationalassociationofparliamentarians>

If you have any questions or would like to know more about the project, please contact Dr. Popovich.

*"We are here to get at the will of the assembly. This is the only valid reason for holding a meeting, and that must be the basis of all parliamentary action"*

**Henry M. Robert**

Smedley The Great Peacemaker

*"The object of Robert's Rules of Order is to assist an assembly to accomplish the work for which it was designed, in the best possible manner."*

**Henry M. Robert**

Robert's Rules of Order preface, 1876