

The Florida Parliamentarian

Let All Things Be Done Decently and In Order

CALENDAR

NOTICE OF FSAP ANNUAL MEETING

May 8, 2021
FSAP Annual Meeting

Virtual via Zoom

Register today!

Link to the meeting will be provided to all who have registered prior to the meeting.

FSAP NEWS

It's almost time for the FSAP annual meeting on May 8, 2021. This is your official notice of the meeting which, once again, will be held virtually.

Registration information is found on page 12. This year, you will be able to pay your registration online using the link provided in the registration form. Of course, the mail-in form and payment is still an option for members who prefer that. If you use mail, be sure to send it in plenty of time as the link to the meeting will not be sent until you register.

At this meeting, the nominating committee will report, followed by election of officers. Since this is the year for the NAP Convention, we will elect 3 FSAP delegates to the convention as well.

Notice of a proposed bylaws amendment is also hereby given:

Amend Article VII, Meetings, Section 1 D. by substituting the following for the current language:

D. Meetings of the association and the subordinate groups subject to these bylaws may be held electronically as long as all

participants may hear each other simultaneously.

The current language to be replaced is ~~D. In the case of an emergency, the Executive Board shall have the authority to:~~
~~a. Cancel or reschedule the meetings of the Association.~~
~~b. Hold any meetings of the association by virtual means.~~

The amendment will permit committees and the Registered Section to meet electronically as well as the Board and the membership.

The tentative schedule for the meeting follows:
 8:30 a.m. Sign in and Networking
 9:00 a.m. Annual Meeting
 10:30 a.m. Workshop
 12:00 noon Lunch break
 1:00 p.m. Workshop
 2:15 p.m. Break
 2:30 p.m. Registered Section
 3:00 Workshop
 4:00 Installation and Wrap Up.

Register by mail or online. Registration must be received by May 5 to ensure you will be emailed a link to the meeting. The registration form is on page 12.

Inside this issue:

Presidentially Speaking	2
Electronic Committee Meeting New PRP/RP, New Members	3
Q & A New Unit, New Officers	4-5
Yes/No Ballots. OK for Elections?	6-7
Amendments Not Treated as Amendments	6-7
Vacancies and Late Elections	8
Workshops	9
New Provisional Form	10
New Provisional Form Provisional Renewal Form	11
Annual Meeting Registration Form	12

PRESIDENTIALLY SPEAKING....



President Henry Lawton, PRP

Thank you ALL! It has been my pleasure to serve as your 2019-2021 President. Has it been easy? The answer is a most definite YES.

With a worldwide, nationwide, and statewide pandemic (COVID-19) affecting each of us, you answered the call to attend a combined virtual Fall/Annual meeting in large numbers, thank you.

As members you have done a great job of modifying bylaws to allow for virtual meetings. Your virtual meetings and teaching have assisted in qualifying new NAP members, it has been a joy to watch.

My wish for our organization is that we continue to grow. That growth, in my opinion, should be done by showing the communities in Florida how much business can be accomplished in a productive

manner, following Parliamentary Law and the rules found in Roberts Rules of Order Newly Revised. Virtual meetings and training are showing us the way.

As some of you know, I had quadruple bypass heart surgery February 10, 2020 and the Florida State Association did not miss a beat. This is because of our governing board. The members of our board continued to do the work of and for our association, thank you.

I suggest that each of you, aspire to serve as an officer in your unit and our association. Our members will help you to grow in your knowledge as a parliamentarian. This will enhance your confidence and your abilities to serve our communities, the state, and the nation. You will be surprised by the number of organizations that are in need of your expertise.

I wish each of you the best always.

Henry C. Lawton, Jr.

Professional Registered Parliamentarian

The Florida Parliamentarian is the official publication of the Florida State Association of Parliamentarians and is published four times a year; March, June, September, December. Subscription rate: \$20 per year. © 2019 Florida State Association of Parliamentarians. All rights reserved.

Henry Lawton, PRP, Editor-in Chief

(904) 446-6141

Email: hcljr@lawtonparliamentarygroup

Ann Guiberson, PRP, Editor

(727) 641-6308

E-mail: aguiberson@gmail.com

Mark Moriarty, PRP, Associate Editor

(239) 277-1164

Email: mmoriarty2016@outlook.com

Karen Price, Circulation Manager

Email: craftyksp@gmail.com

DEADLINES FOR COPY

March issue February 1

June issue May 1

September issue August 1

December issue November 1

SEND ADDRESS CORRECTIONS TO:

Karen Price

E-mail: craftyksp@gmail.com

FSAP WEBSITE

<http://www.flparliamentarian.com>

RONR OFFICIAL INTERPRETATIONS 2020-2: ELECTRONIC COMMITTEE MEETING

QUESTION: Our executive board is responsible for selecting the location of our next convention. At its regular March meeting, the board adopted a motion appointing a special committee to investigate potential sites and report on them. So far, this committee has been unable to meet in person. Fortunately, our bylaws authorize the executive board to conduct its own meetings by telephone. When the board meets again in April, can the board authorize the committee to meet electronically?

ANSWER: Yes. After the board has appointed a special committee and before the committee submits its report, the board can adopt a motion, by majority vote, authorizing the committee to meet electronically.

As explained in [RONR (12th ed.) 9:35] when a committee is expressly established by the bylaws, it cannot hold a valid electronic meeting unless the bylaws authorize it to do so. But when a committee is not expressly established by the bylaws, the committee may be authorized to hold electronic meetings by a standing rule of the parent body or by the motion establishing the committee. RONR further notes that

After a question has been referred to a committee and at any time before the committee submits its report, even at another session, the assembly by a majority vote can give the committee additional instructions in reference to the referred question. [RONR (12th ed.), 13:22]

Since the special committee to investigate potential convention sites is not established in the bylaws, its parent body—the executive board—can authorize the committee by majority vote to meet electronically while considering the matter referred to it.

Even if the committee is not authorized to meet electronically, its members might do so in order to determine whether they can come to a unanimous agreement on what to include in the committee's report, which can include whatever has been agreed to by every one of its members. [RONR (12th ed.),51:2]

Note: References were updated to the 12th edition by the editor.

Congratulations NEW PRP and RP as of January 2021

Edward M. Nelson III, Professional Registered Parliamentarian

Annie Class, Registered Parliamentarian

Welcome New Members

NEW NAP MEMBERS JANUARY 2021

Tedra Allen 4501 N Ocean Dr Lauderdale-By-The-Sea, FL 33308

Valerie Brant-Wilson 64 Woodland Dr Apt 205 Vero Beach, FL 32962



All page numbers are references to *Robert's Rules of Order Newly Revised*, 12th ed., unless otherwise noted. Send questions to the Associate Editor, Mark Moriarty, PRP

E-mail to: mmoriarty2016@outlook.com

QUESTION:

If a board member asks for an executive session to rehash a motion that failed in the last executive session (at end of a scheduled meeting) when there is not a board meeting scheduled for two weeks

1. Does the president have to say yes?
2. If it is to rehash a motion that failed, does it need to be granted?
3. Does the majority of the board need to approve?
4. If there is not a board meeting scheduled for two weeks, does it need to happen urgently?
5. Can the president cancel a board meeting without rescheduling?

The bylaws for regular and special meetings:

Regular Meetings: The Board of Directors shall each hold meetings at such time and place as shall be designated by the President.

Special Meetings: Special meetings may, from time to time, be necessary to consider some business of an urgent nature, which cannot be delayed until the next regularly scheduled meeting. Special meetings of Directors may be held on twenty-four-hour notice at the call of the President, or in the absence or incapacity of the President, the President-Elect, or at the call of a majority of the members of the Board

of Directors.

RESPONSE:

The member has made two requests: 1) to convene an executive session, and 2) to rehash a motion that failed.

1) to convene an executive session

An Executive Session is a private special meeting. Proceedings during executive sessions are typically secret. A member who asks to rehash a motion that failed in the last executive session may be out of order if the member violates the secrecy of the executive session by discussing an item in a public meeting.

Does the president have to say yes? No. The member can ask but the President to convene an executive session, but the President does not have to say yes. The motion to go into an executive session is a question of the privileges of the assembly. A meeting enters into executive session only when required by rule or established custom, or upon the adoption of a motion by a majority vote (RONR 12th ed. 9: 24) In this case the bylaws provide:

“Special meetings of Directors may be held on twenty-four-hour notice at the call of the President, or in the absence or incapacity of the President, the President-Elect, or at the call of a majority of the members of the Board of Directors.”

If the President says “no”, the member may

Q&A **Continued**

formally move to convene an executive session or informally poll the other members if they want to do so. If a majority agree, the executive session will be authorized and scheduled.

2) to rehash a motion that failed.

There is no “Motion to Rehash” in Robert’s Rules of Order. Failed motions can be either renewed or reconsidered. *Do the motions need to be granted?* No. *Does the majority of the board need to approve?* Yes. Both motions require a majority vote.

If the executive session has adjourned, the failed motion can be renewed. If a subsequent executive session is called, the member can put the item on a future agenda, or the member can obtain the floor at the executive session and move to renew the motion. If the motion is seconded and approved the measure will be adopted.

If the executive session has not adjourned or that item of business has been carried over to a new session, the failed motion may be reconsidered. The Motion to Reconsider must be done by a person who voted with the prevailing side, in this case by someone who voted “no”. The Motion to Reconsider must be seconded at the time it is made. The seconding can be done by any member regardless of how the member voted on the motion to be reconsidered. If the Motion to Reconsider is voted on and adopted, the main motion will be taken up when in order to do so.

If there is not a board meeting scheduled for two weeks, does it need to happen urgently? The answer depends on the Directors. According to the by-laws “*Special meetings of Directors may be held on twenty-four-hour notice.*” If the Directors feel the need for an urgent meeting, a meeting can be called within twenty-four hours. *Can the president cancel a board meeting without rescheduling?* No. Once a meeting has been properly called, the president has no authorization to cancel a meeting.

Congratulations New Unit and New Officers

NEW UNIT

A new Central Florida Unit of Parliamentarians has been established with their bylaws approved by NAP. The officers are President Ted Allman, PRP; Vice-President Pat Patterson; Secretary Kevin Gardner; and Treasurer Marjorie McCauley, RP.

NEW OFFICERS

Charlotte County Unit of Parliamentarians announces new officers were elected and will take office on April 1, 2021. Congratulations to President Louis Rivera, RP; Vice President Brian Pelkie, RP; Secretary Barbara Davis; and Treasurer Samantha “Sam” King, PRP.

YES/NO BALLOTS: OK FOR ELECTIONS?

By Michael Mouritsen, RP, edited by Ann Guiberson, PRP

The time of year is fast approaching when many organizations are having annual meetings, and annual meetings bring with them elections of officers and directors. Elections usually go smoothly, but sometimes they just don't. Take a look at a peculiar incident in which an organization held an election at its Annual General Meeting for the Board of Directors using a ballot that gave members the option of voting 'yes' or 'no' for each candidate.

For and against options are fine for ballots on motions, but *Robert's Rules of Order Newly Revised*, 12th ed. says they are improper in elections. (RONR 45:25 and 46:1) To vote against/defeat someone for office you need to vote **for** another candidate (either previously nominated or by write-in).

The reason? To avoid of an assembly refusing what happened in this motion was adopted to non-person option" on

“For and against options are fine for ballots on motions, but they are improper in elections.”

This association, parliamentary informal advice background, this is a organization that licenses a profession in differences of opinion on

what Robert calls “the anomaly to elect anyone.” That’s exactly particular organization, where a include what the mover called “a the ballots before voting.

which has adopted RONR as its authority, asked for some afterwards. For a little national not-for-profit advocates for, trains and which there are strong how to practice.

While this description fits almost any professional association, in this case, unfortunately, the differences of opinion became a litmus test in the board elections. As it turned out, all of the board positions were filled at the meeting except for president. In that election, the “no” votes outnumbered votes for the two nominated candidates by a huge margin.

The association happens to have a very robust and transparent nomination process, publicizing and calling for nominations well in advance of the meeting, posting candidate statements on a website, and allowing nominations from the floor. The “no” camp, in other words, had lots of opportunity to nominate an alternative candidate for president. Instead, when the dust settled and the meeting was over, members left without having elected a president. Further there was no one on the board who wanted the job.

I was asked afterwards if the results could be challenged. Ordinarily, an election may be contested only by raising a point of order at the time, and none was raised at the meeting. However, on the

Yes/No Ballots (continued)

Robert's Rules of Order The Official Website, www.robertsrules.com, the authors offer this official interpretation (#2006-5): "although RONR says that 'for' or 'against' ballots should not be used in an election (45:25, 46:1), it sometimes happens. When voters are led to understand that they can vote against candidates in this fashion, their doing so must obviously be credited." The 'non-person' option should have been ruled out of order, but the parliamentary advisor, who was not a professional parliamentarian, told the meeting it was fine.

If the organization had known, there were several possible ways to remedy the incomplete election:

- a. They could have balloted again and, if necessary, keep re-balloting until someone was elected.
- b. If the bylaws stated "until their successors are elected," the current president would remain in office until a special meeting or other permissible method of election could be held.
- c. If the current president continued in office, he/she could have resigned and the vacancy filled according to the bylaws.

Much worse though, in my opinion: this is no way to treat volunteers who, in good faith, step forward to offer their time and commitment to run for their association's board, which probably, like many organizations, has trouble attracting candidates in the best of times. Making them undergo the humiliation of fellow members saying essentially they prefer nobody instead of you is disrespectful, and just puts up another barrier discouraging members from nominating themselves. Quite apart from depriving the association of a new president, the serious impact on member engagement and future nominations can't be underestimated.

This process also encourages critics and naysayers (who are present in all organizations) to sit on the sidelines and take anonymous pot-shots at others, without having to step up and publicly defend their positions in a contested election. If you are a member of an association and you don't like how things are being run, you have an obligation not only to speak up, but to nominate yourself or someone else to offer an alternative choice.

The bottom line: Do not use election ballots that permit yes or no votes for candidates. Procedurally improper, this process risks:

- An incomplete election;
- Creating confusion;
- Creating ill will;
- Offending candidates who have been nominated; and
- Adding an unnecessary disincentive for members thinking about volunteering.

One more thought: Do your bylaws specify if there is no contest in an election, the vote may be by voice? And have you voted by "ayes" and "noes?" Just keep in mind, this also could be a problem if the assembly suddenly decides it is going to vote no.

OFFICIAL INTERPRETATION 2020-3 VACANCIES AND LATE ELECTIONS

The official Robert's Rules of Order website is a great resource for parliamentarians as well as the public. In addition to the Q & A Forum, the authors have published a number of official interpretations of RONR which are very helpful in dealing with some of the gray areas in the manual. In this issue, we are publishing two interpretations that you may find interesting. The citations on the website are not updated to new editions of RONR; however the editor did provide the citations for the 12th edition.

QUESTION: According to our bylaws, officers are “elected at the annual meeting in March to serve for two years,” and “their term of office shall begin on April 1.” This year, the offices of vice-president and treasurer were due for election; all other officers have another year remaining on their terms. But we were unable to hold our March meeting, and it may be quite a while before any membership meeting can be held.

The bylaws do not have any specific provisions about filling vacancies, but they give the executive board “full power and authority over the affairs of the Society between its business meetings.” Are the offices now vacant? If so, can the board fill the vacancies? Should the membership conduct elections at the next meeting of the assembly?

ANSWER: Because your bylaws provide for a term of office of “two years” without providing that officers remain until their successors are elected, the offices of vice-president and treasurer became vacant on the date specified in the bylaws for the beginning of the new term. In recommending against such a fixed term of office, RONR (12th ed.) 56:28, states that at the end of such a term, “there would be no officers if new ones had not been elected.”

However, RONR also states, “In the case of a society whose bylaws confer upon its executive board full power and authority over the society’s affairs between meetings of the society’s assembly ... without reserving to the society itself the exclusive right to fill vacancies, the executive board is empowered to accept resignations and fill vacancies between meetings of the society’s assembly.” [RONR (12th ed.), 47:57] Therefore it would be prudent for the board, which has the power to fill the vacancies created by the expiration of the previous term of office, to do so as soon as it can.

If the bylaws had provided that the board may elect or appoint officers to fill vacancies “for the remainder of the term” or “until the expiration of the term”, or words to that effect, any board-appointed officers would remain in office for the remainder of the term and no further election would be held by the assembly. However, without such language, the general power of the board to fill vacancies in office as described in RONR does not supersede the membership’s power to regularly elect new officers. The two relevant bylaw provisions—giving the membership the responsibility of holding annual elections, while giving the board enough power between meetings so that it may fill any vacancies that arise—must be implemented in harmony with each other.

So the assembly should hold elections at its next meeting, and it may do so at any time until the expiration of the term the election is to fill. As each election is completed, the person elected replaces anyone that had been appointed by the board to fill a vacancy. The principle is that an assembly’s failure to hold or to complete an election at the scheduled time does not deprive the membership of its right to elect the officers of its choice.

WORKSHOPS PLANNED FOR MAY 8 ANNUAL MEETING

Education Chair, Sam King, PRP, has planned an interesting and informative series of workshops with timely topics for the annual meeting on May 8.



THE VIRTUAL PARLIAMENTARIAN

PRESENTED BY TIM WYNN, PRP

In this workshop we will examine parliamentary procedure in virtual meetings, including the role of the parliamentarian, this workshop explores key parliamentary elements, such as seeking recognition, making motions, speaking in debate, and voting, as well as providing some tips for preparing and executing a successful virtual meeting in accordance with the rules.



GOOD PRACTICES OF A CHAIR, HOSTS AND CO-HOSTS IN A VIRTUAL MEETING

PRESENTED BY CLIFF ESERMAN

We have all struggled with the new virtual meetings. In this workshop, the Broward County Palm Beaches Parliamentarians' president will share the unit's fourteen months long history and the best practices learned in dealing with meeting online.



DON'T MISS—MEETING NOTICES ARE IMPORTANT

PRESENTED BY JOHN C. PILAND, PRP

This interactive workshop will provide broad introduction leading to a fact-specific exploration of a variety of situations related to the provision of notice for a meeting. Issue-spotting exercises are intended to permit participants to engage in a discussion of parliamentary problems related to the provision of notice.

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

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 _____

FSAP Treasurer: Karen Price, 474 Marina Way, Ellenton, FL 34222

VIRTUAL ANNUAL MEETING REGISTRATION



FLORIDA STATE ASSOCIATION OF PARLIAMENTARIANS

Annual Meeting

May 8, 2021

Virtual Meeting via Zoom

NAME _____

ADDRESS _____

(Street)

(City)

(State)

(Zip)

PHONE _____ CELL _____

EMAIL (Required) _____

UNIT _____ MAL _____ MEMBER _____ GUEST _____

FSAP Office/Chairmanship Held _____

Unit Office/Chairmanship Held _____

NAP/District III Office/Chairmanship Held _____

Registration:

FSAP Members: \$15.00

FSAP Student Members: \$10.00

***Non-Members: \$25.00**

*(Non-member fee includes FSAP dues for one year. Unit dues not included.)

Two options to register:

Register online:

Email the completed registration form to: flstatepar@gmail.com and make payment online at:

<https://fl-state-assoc-of-parliamentarians.square.site/>

OR

Register by May 1, 2021 by mail:

Payment: Make check payable to FSAP and mail with completed registration form to:

Karen Price, 474 Marina Way, Ellenton, FL 34222

Email: flstatepar@gmail.com

Telephone: (941) 626-0436

Registration must be received by May 5 to receive your link to the meeting by email.

BE SURE TO PROVIDE YOUR CURRENT, CORRECT EMAIL ADDRESS