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PARLIAMENTARY OPINION

QUESTION

The question which I have been asked to address in this opinion, as I understand it is:

Did the Board of Directors of the Greyhound Club of America, Inc., which initiated the ballot vote of the general membership on the question of whether to close the AKC Stud Book to NGA registered dogs, act properly in reversing the vote of the membership?

BACKGROUND

In the Spring 1997 Greyhound Club of America Newsletter, the then Board of Directors distributed a ballot to the general membership to vote on the topic of closing the Stud Book to NGA registered dogs. According to the information provided to me, "the board initiated both the discussion and the decision to send the issue to the membership for a vote. They deemed the issue of such significant weight and uncertainty as to require a vote of the membership for resolution. The issue was defeated by the membership and recorded in the Fall 1997 issue of the Greyhound Club of America Newsletter. It was that board's decision to accept and abide by this vote."

The issue came up again before the current Board of Directors at its July 25, 2001 meeting, in an attempt to "correct past voting mistakes." The Board was relying on information provided by Mr. Michael Liosis, Director of Club Relations of The American Kennel Club, in his letter of June 5, 2001, that "Motions made by the members which conflict with the Board of Directors general management power, are out of order and if adopted, are null and void."

Under the Constitution of the Greyhound Club of America, Inc. the Board of Directors has "general management of the Club's affairs."

A review of The American Kennel Club Bylaws and the Bylaws of the Greyhound Club of America, Inc. did not reveal any provisions for "restricting" the rights of the membership of the Greyhound Club of America, Inc. to only those matters listed in Mr. Liosis' letter of June 5, 2001.

"A board within an organized society is an instrumentality of the society's full assembly, to which it is subordinate." RONR (10th ed.), p. 9, l. 5-8

"In any event, no action of the board can conflict with any action taken by the assembly of the society; and except in matters placed by the bylaws exclusively under the control of the board, the society's assembly can give the board instructions which it must carry out, and can countermand any action of the board if it is not too late (as it would be, for example, when a contract has already been made)." RONR (10th ed.) p. 466 l. 7-14.

SOURCES AND DOCUMENTS REVIEWED AND/OR CITED

Robert's Rules of Order Newly Revised, 10th Edition
Parliamentary Law, Henry M. Robert

Certificate of Incorporation of Greyhound Club of America, Inc.
Bylaws of the American Kennel Club
Pennsylvania Statutes for Nonprofit Corporations (Boards)
Constitution of the Greyhound Club of America, Inc.
Greyhound Club of America, Inc. Standing Rules Adopted February 26, 1996

Greyhound Club of America, Inc. Board Meeting Minutes July 23, 1997 in Lompoc, CA (from Greyhound Club of America, Inc. Newsletter, Fall 1997)

From the Recording Secretary (from Greyhound Club of America, Inc. Newsletter, Fall 1997)

Greyhound Club of America, Inc. Board Meeting Minutes of Wednesday, July 26, 2000

Letter from June Matarazzo and Rose Mary Conner to American Kennel Club dated May 5, 2001.

Letter from Michael A. Liosis, Director of Club Relations of The American Kennel Club dated June 5, 2001

Letter from Rose Mary Conner to Michael Liosis dated June 27, 2001

Greyhound Club of America, Inc. Board Meeting Minutes of Wednesday, July 25, 2001 (from The Greyhound Club of America, Inc. Newsletter, Summer 2001)

Greyhound Club of America, Inc. General Meeting Minutes, Thursday, July 26, 2001 (from the Greyhound Club of America, Inc. Newsletter, Summer 2001)

Letter from Sue LeMieux, Greyhound Club of America, Inc. President to the membership dated August 10, 2001

Report to the Committee Regarding Rights of the Membership to Overturn a Board Decision as it Relates to Mr. Liosis' Letter of June 5, 2001 and Robert's Rules of Order (dated September 27, 2001)

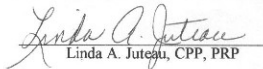
Undated letter from various members of the Greyhound Club of America, Inc. to the membership regarding concerns.

OPINION

It is my professional opinion that the action taken by the Board of Directors in the Spring of 1997, regarding a ballot vote of the entire membership on whether or not to close the Stud Book to dogs of NGA registration, was in order. The ballot vote of the membership on said issue was properly conducted and was a legal vote.

The action taken by the Board of Directors at the July 25, 2001 Board Meeting, at which a motion was made to "Close the Stud Book to dogs of NGA registration," was out of order.

This opinion is based on the documentation presented to me. If there are other facts or documents which were not provided, a different conclusion may have been reached.


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