

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

At the 25 July GCA Board meeting, a committee consisting of Beth Anne Gordon, Marj Leider, and June Matarazzo was asked to look into how the membership could overturn a board decision since it appeared there was no mechanism in the GCA Constitution and Bylaws. This need was based on the board's adoption of the recommendations of Mike Liosis, AKC Club Relations as stated in his letter of June 5, 2001.

At the suggestion of June Matarazzo, I invited Joan Malak, our GCA Parliamentarian at that time, to participate in the research into Robert's Rules. The purpose of this report is to present the findings of a thorough research of Robert's Rules of Order and how they relate to the letter sent to the GCA by Mike Liosis, head of AKC Club Relations. These findings have been coordinated with Joan and she concurs with them.

The following is quoted from Mr. Liosis letter of June 5th since it is the basis for the conclusions of this report. "Unless responsibilities are specifically mandated by law, the powers of the members are specifically granted by the bylaws. For a parent club, the members are limited to voting on applicants who have not been elected by the board; petitioning for special club meetings; nominating individuals for officer and board positions; voting for club officers and board members; participating on committees; voting to expel a member from the club; voting on breed standard revisions, bylaw amendments and dissolution of the club. All other matters fall under the authority of the board of directors under its general management power. 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."

Before we discuss the validity of Mr. Liosis' recommendations, we must examine the Constitution of the GCA. In Section 1 of Article X, Parliamentary Authority, the following is stated, "The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt." It should be noted that although the word Bylaws has been dropped from our document, Article X constitutes a Bylaw per Robert's Rules and even uses the word "bylaw." All of the quotes below are from Robert's Rules of Order, Newly Revised, 10th edition, © 2000, which, in accordance with Section X of our constitution is the most current edition of Robert's Rules, and therefore, applicable to our organization.

In Mr. Liosis' letter, he has furthered a position that everything unless specifically reserved to the membership is the responsibility of the Board of Directors under their "general management power." In Section 1, Board of Directors of Article III, Directors and Officers, of the GCA Constitution, the following is stated regarding the Board, "**...General management of the clubs affairs shall be entrusted to the board of directors.**" (Bold print for emphasis.) This is the only statement in our constitution that specifically addresses the authority of the board. The remainder of Sections 1, 2, 3 and 4 of Article III deal with the number of officers and board members, specific duties of each office, and the AKC Delegate.

However, Robert's Rules of Order has a lot to say about boards, and if Article X of our Constitution is to be followed, i.e., "The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt." then what Robert's Rules says is very germane to the current situation. Therefore, the following quotes from Robert's Rules are presented. As before, some sentences have been presented in bold print for emphasis.

Section 49, Boards, page 464, lines 17 – 23 states, "Except in the simplest and smallest local societies, or those holding very frequent regular meetings, it is generally found advisable to provide in the bylaws for a board to be empowered to act for the society when necessary between its regular meetings, and in some cases to have complete control over certain phases of the society's business." Page 465, lines 26 – 35 and page 466, lines 1 – 14 state, "A society has no executive board, nor can its officers act as a board, except as the bylaws may provide, **and when so established, the board has only such power as is delegated to it by the bylaws or by vote of the society's assembly referring individual matters to it. The amount of regular power delegated to an executive board under the bylaws varies considerably from one organization to another.** If the society as a whole meets less often than within quarterly time intervals (p. 88), or if its main purpose is other than to transact business, the entire administrative authority of the society is best left to the board between the society's meetings. Usually in organizations meeting monthly or oftener, and sometimes in those meeting quarterly, the board is not given so much power, since the society can attend to much of its business at its regular meetings. (For appropriate wording for the governing provisions in the bylaws in each of these two cases, see pp. 560, 568.) **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)."

In Section 56, Content and Composition of Bylaws, sample language is given for societies who wish to turn over all powers to their board and for those who do not. On page 560, lines 1 – 4, we find the following, "**The Executive Board [or "Board of Directors," etc.] shall have full power and authority over the affairs of the Society except...[specifying classes of business the society may wish to reserve to its assembly].**" On page 568, lines 16 – 23, we have the following sample language for a board that does not have total authority, i.e., "**The Executive Board shall have general supervision of the affairs of the society between its business meetings, fix the hour and place of meetings, make recommendations to the Society, and perform other duties as are specified in these bylaws. The Board shall be subject to the orders of the Society, and none of its acts shall conflict with actions taken by the Society.**"

Admittedly, neither example from Robert's Rules duplicates exactly what is stated in our bylaws for the authority of the Board. However, there is nothing in our constitution that remotely resembles the former language and although Article III, Section 1 is brief to the point of exasperation, it does not make any statement about "full power and authority." Instead, it does use the adjective "general" to modify the word

“management.” In the example above, the term “general supervision” is used instead of “general management.”

In Section 39, Dilatory and Improper Motions, page 332, lines 15 – 24 state, “Motions that conflict with the corporate charter, constitution or bylaws of a society, or with procedural rules prescribed by national, state, or local laws, are out of order, and if any motion of this kind is adopted, it is null and void. Likewise, motions are out of order if they conflict with a motion that has been adopted by a society and has been neither rescinded nor reconsidered and rejected after adoption. Such conflicting motions, if adopted, are null and void unless adopted by the vote required to rescind or amend the motion previously adopted.”

In summary, everything stated by Mr. Liosis in his letter conflicts with our Constitution and Bylaws and Robert’s Rules of Order. Mr. Liosis has given powers to the Board that they do not have. The Board does not have the right to make substantive decisions for the society and if the board does so, the society has the right to make them null and void.

Since this entire situation was created by one action of the board, i.e., the vote by the board to close the GCA studbook, I think we also must examine how the GCA has handled **substantive** matters in the past and what is our **custom** for voting on substantive issues. Again, we must go back to the Constitution and Bylaws, Robert’s Rules and the written record.

Article IV, The Club Year, Voting, Nominations, Elections, Section 2, Voting states, “At the annual meetings, general meetings or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of officers (delegate) and directors and amendments to the constitution and bylaws (and the standard for the breed) which will be decided by written ballot cast by mail.”

Article VII, Amendments discusses the process available to the board and membership for amendments to the constitution and bylaws. The most significant statement in Article VII, Section 2 is that, “The constitution and the bylaws (and the standard for the breed) may be amended at any time provided a copy of the proposed amendment has been mailed by the recording secretary to each member accompanied by a ballot on which he may indicate his choice for or against the action to be taken. ...The favorable vote of two thirds of the members in good standing whose ballots are returned within the time shall be required to affect any such amendment.”

Robert’s Rules of Order, Section 10, The Main Motion discusses that fact that main motions are used to introduce “...a **substantive** question as a new subject.” (Word bolded for emphasis.)

Robert’s Rules, Section 45, Voting Procedure, page 401, lines 6 – 10 states, “Whatever method of collecting the ballots is followed, it – like other details related to voting – should be fixed by rule or **custom** in the organization and should not be subject to haphazard variation from occasion to occasion.” Page 409, lines 19 – 26 also states, “A vote by mail when authorized in the bylaws, is generally reserved for important issues such as an amendment to the bylaws or an election of officers – on which a full vote of the members is desirable even though only a small fraction of the membership attend

meetings. Situations of this kind frequently occur in scientific societies or in alumni associations whose members may be in many countries.”

Section I, The Deliberative Assembly: Its Types and Their Rules, page 4, lines 5 – 13 states, “The basic principal of decision in a deliberative assembly is that, to become the act or choice of the body, a proposition must be adopted by a *majority vote*; that is, direct approval – implying assumption of responsibility for the act – must be registered by more than half of the members present and voting on a particular matter in a regular or properly called meeting at which the necessary minimum number of members, known as a quorum (pp. 20 – 21) is present (see also p. 387).”

Over the years, the club has decided to refer substantive issues to the membership for a mail ballot vote rather than have the deliberative assembly decide such an issue. One example is the election of judges for the various specialties. This is done by mail ballot although neither the Constitution and Bylaws or the Standing Rules require it. Another example is the vote to close the studbook that was taken in 1997 which was done by mail ballot. A third example is the vote regarding rotating the specialties which was also done by mail ballot. Therefore, it has become the **custom** of the GCA to decide substantive issues by mail ballot.

As noted above, the custom of the GCA has been to decide substantive issues by majority vote by mail ballot rather than by majority vote of the deliberative assembly (which is what our two membership meeting each year are.) Because we have established the custom of a majority vote by mail ballot, the GCA’s Standing Rule #10 states, “When voting or polling by mail, in order to be valid, ballots from two thirds of the Board must be received and ballots from 20% of the general membership must be received.” The requirement for 20% of the general membership probably came from Chapter 4, The Handling of a Motion, page 43, lines 22 – 25, “...as for example, when “a vote of one fifth of the members present” is required, and the number who have voted in the affirmative is clearly greater than one fifth of those present (see p. 390).”

This report started out as an investigation of a means for the membership to overturn a decision of the Board. As stated earlier, such a means is not necessary because the Board is subservient to the will of the membership. The membership of the GCA has established the custom of deciding substantive issues by mail ballot. Therefore, the only remaining question is, what if the membership (by mail ballot) votes on an issue and then wishes to revisit the issue?

To determine the correct procedure, we must look to Robert’s Rules of Order, Section 35, Rescind; Amend Something Previously Adopted, page 294, lines 14 – 15, “The motions to *Rescind* and to *Amend Something Previously Adopted*” have eight (8) standard characteristics. On page 295, lines 24 – 31, characteristic 7 is described as follows, “In an assembly except when applied to a constitution, bylaws, or special rules of order, require (a) a two-thirds vote, (b) a majority vote when notice of intent to make the motion, stating the complete substance of the proposed change, has been given at the previous or in the call of the present meeting, or (c) a vote of the majority of the entire membership – whichever is most practical to obtain.”

Since the GCA has established the custom of a mail ballot of the entire membership, it appears that any decision to rescind or amend a something previously adopted should be decided by a vote (mail ballot) of the entire membership.