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FROM

**THE
DESK
OF
THE
PRESIDENT**



THE IMPORTANCE OF UNDERSTANDING RULES

It has been very busy these recent months in my parliamentary practice. One of the areas that has been of great concern is how the rules that govern organizations interact with each other. This is my attempt to explain the interaction between laws, bylaws and rules of order.

In determining how rules should be interpreted it is important to understand the hierarchy of rules in most non-profit organizations. Most of us understand that *Roberts Rules of Order Newly Revised* is very important to the interpretation of rules but it is not the initial place to look when trying to determine what a rule might mean.

All non-profits are controlled by statutes, both federal and state. The kind of federal statutes that might apply would generally revolve around the tax status of organizations. For example, groups that have a 501(c)(3) status (which allows all donations to be tax deductible by the donor) are prohibited from being involved in partisan politics.

On the other hand, there are state statutes that govern non-profit organizations of every type. These statutes might provide definitions and procedures for the operation of the organization. Oregon has an updated set of statutes governing non-profit organizations that all of us should become familiar with before they become law in the next few months. SB 360 will be effective on January 1, 2020.

One major change is that a board may take action using electronic mail. But, all persons who are entitled to vote on a matter must have a valid address to receive such mail. Notice of membership meetings may also be delivered by electronic means. Another interesting provision is that a board may appoint committees made up of members and non-members. These and other provisions may be modified by a non-profit's articles of incorporation or its bylaws.

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OAP Website: <http://www.oregonap.org/>

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The next level of rules is comprised of the Articles of Incorporation. It contains the name and the object of the organization, along with any other requirements under state law for incorporating. This is filed with the state in which the organization is located.

Most of us are familiar with bylaws, which form the next level of rules. These contain the rules that an organization considers to be so important that they cannot be changed without previous notice to the members and a vote of the membership. They generally cannot be suspended either.

The next level of rules may be special rules of order. Special rules of order supersede any rules in the parliamentary authority with which they may conflict. They may also be suspended by a 2/3 vote of the body.

Finally, bylaws should list the parliamentary authority. As Robert says, "When a society or an assembly has adopted a particular parliamentary manual—such as this book—as its authority, the rules contained in that manual are binding upon it in all cases where they are not inconsistent with the bylaws (or constitution) of the body, any of its special rules of order, or any provisions of local, state, or national law applying to the particular type of organization." *RONR*, p. 16, ll. 21-28.

It is important to remember that there are many rules, besides the parliamentary authority, that must be observed when determining how an organization might handle any particular issue.

Alice Bartelt, OAP President

COMMITTEES

BY ELAINE CARLSON, OAP VICE-PRESIDENT

Most of us who study parliamentary law are as familiar with the subject of committees as we are with breathing. However, when we work with groups whose members know far less, we have to remember to explain committees and how they work. This is important when less knowledgeable members are elected to the nominating committee. In this article I'm going to review some basics about committees, especially the nominating committee, and share a few tips gleaned from a recent experience I had in a group to which I belong.

A committee, according to *RONR*, is a body of one or more persons, elected or appointed by an assembly to consider, investigate or take action on certain subjects—or to do all these. The bylaws of most ordinary societies list standing committees, such as Finance, Membership, Bylaws and Program. Standing committee member terms coincide with the officer terms for any given year. Special committees can be created any time a society deems that a matter needs more study or attention before final consideration.

The subsidiary motion **Commit** is used to send a pending question to a committee for further study or to put the motion in better shape for the assembly to consider. (If no question is pending when the motion **Commit** is made, it is an original main motion and handled as such.) Any pending amendments also go to the committee and are reported with the main question. The characteristics of **Commit** are: it is out of order when another has the floor, must be seconded, is debatable as to the desirability of committing the main question and to any amendments, is amendable, requires a majority vote, and may be reconsidered as long as the committee has not begun consideration of the question.

Amendments may include, in the case of standing committees, to which committee the question is referred. For special committees, amendments could include the committee's composition and form of selection, and any instructions the committee is to follow. As a note here, it is best when making the subsidiary motion **Commit** to include all pertinent details as listed above: number of members, how

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they will be selected (this method may be prescribed in the bylaws, such as a nominating committee), when it will report to the assembly, and instructions such as when it should meet, and whether it has “full power” to spend money and act for the society. When this committee is named by the society, the assembly has the power to name the chair. Often when the committee is selected, the chair will ask it to meet as soon as possible and name its own chair. When the committee reports to the society, its duties are ended and it ceases to exist.

The Nominating Committee is not a committee created by the motion **Commit**. This committee is specified in the society’s bylaws, usually in the article on Officers, outlining how officer candidates are obtained. The Nominating Committee should be elected by the organization or else by the executive board, and the president should not appoint this committee or be a member of it. Often bylaws state that the president should be ex officio of all committees except the Nominating Committee.

The Nominating Committee members need to be aware of any officer requirements stated in the bylaws. For instance, often societies list that nominees for president or vice-president shall have served in another office or on the executive board for a specified amount of time. The committee contacts potential nominees who meet these requirements and gains that person’s acceptance to run. The report is prepared and the chair rises and presents it formally, in this format:

“The Nominating Committee submits the following nominees: For President, Mrs. A; For Vice-President, Mr. J; for Secretary, Ms. M.” and so on until all names are read. The Nominating Committee is automatically discharged when its report is given. The president then reads the report again and asks for additional nominees.

Recently, a group to which I am president elected a nominating committee of three, as prescribed in the bylaws, to put together a slate of candidates for four officers and three board positions. I created an official nomination form with two blank lines for every office and space at the bottom for the committee members to sign. However they were not aware that committee members are a team, need to meet in person at least when elected, and to work together to obtain names. Only one member made telephone calls, and the other two hardly did anything. If you are a president and are in this situation, provide the committee with complete instructions and explain how they are to conduct their assignment. There’s no need to micro-manage but insist that they work together, even if by phone or text, and be sure the nomination form is filled in and ready to report to the assembly at the designated meeting. Part of our role in knowing and using parliamentary law is training those around us.

Information was gleaned from *RONR*, #13 Commit or Refer (pp. 168—179, ll. 1-25); Nominations by a Committee (p. 433, ll. 4-35 through p. 436, ll. 1-27); #50 Committees (pp. 489—502, ll. 1-2); #51 Reports of Boards and Committees (pp. 503—529); and Bylaws (p. 572, ll. 17-35 through p. 575, ll. 1-15).

AIP ANNUAL SESSION **BY TERESA STONE PRP CP-T**

Before I started on this article I got permission from *The Oregon Agenda* Editor, Beverly Przybylski, PRP, for its’ submission. I’ve been a two-term parliamentarian, two-term secretary and two-term president for OAP. Not to mention my term as the elected secretary of the National Association of Parliamentarians (NAP).

Disclaimers out of the way... Because this submission is about the NAP’s “sister” organization, the American

Institute of Parliamentarians (AIP) and my attendance at the 2019 AIP Annual Session held in Spokane, just up the Palouse some 250 miles away from Pendleton. The previous annual session was held in New Orleans, and the 2020 will be held in Charleston, SC. NAP was founded in 1930 and AIP was founded in 1958. The two national organizations share a Parliamentarian Code of Ethics, adopted in 2001, and amended in

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UNIT REPORTS

Cascadia eUnit

We're growing! The Cascadia eUnit did not recess for the summer. Keri Capen, Paul Belz-Templeman, and Larry Taylor established a class curriculum that started in June with Handling Motions and July with Conduct of Business. August will be Debate Rules, September will be Disciplinary Actions, October will be Bylaws, and November will be Motion Types.

The unit has been growing. The newest regular member is Jonathan Jackson, aka JJ, who passed the NAP membership test on July 30. The list of provisional members has expanded to eight, and prospective members to eight as well. "The challenge now is to convert the provisional members to regular members," says President Taylor. Five provisional members are on the verge of taking the membership test - three in Jackson County, one in Lane County, and one in Harney County.

The unit meets using Zoom conferencing software, which allows for screen sharing of educational material, and the ability to give quizzes to reinforce learning.

Larry Taylor, President

Rose City Unit

The Rose City Unit held its Annual Meeting in May. Tina Penman, President, was selected as the unit delegate for the NAP Biennial Convention. Members also approved the first-ever, provisional membership form. Everyone is looking forward to the Biennial Convention in Las Vegas, September 5-8, 2019.

Rose City Unit warmly welcomes you to join our monthly meeting. The first meeting of the year will be held on Friday, September 20, 2019, from 7 p.m. to 9 p.m. at 919 NE 19th St, in Portland.

Tina Penman, President

Deadline for articles in the next issue of *The Oregon Agenda* is October 5, 2019.

Email articles to [OAP Editor](#)

Next OAP Board Meeting

TBA

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2015. The main differences are the membership requirements, and that NAP relies on *Robert's Rules of Order, Newly Revised*, and AIP utilizes the *AIP Standard Code*.

Holding a couple of credentials from AIP, and in the interest of seeing how the organization works, I joined members traveling from across the United States, Canada and Japan. Prior to my arrival, AIP President Kay Crews chose me, along with two others, to serve on the AIP Annual Session Minutes Approval Committee - the MAC (Attack) - so I could not miss any of the annual meeting sessions! I believe she felt I was a flight risk....? I was comforted by the fact that the actual meeting was held in the customary fashion

- credentials, standing rules and program approval, bylaws (extensively!) debated at the meeting, elections were held and a new board of directors was seated after the gavel came down. Interspersed were eight workshops, one of which was mine, titled, "Don't Let Your Minutes Take Hours." For an attendee, AIP does not make it a difficult choice between simultaneously presented workshops - one, and one only presentation at a time. So, hanging on my every word was every member in attendance.

Now, the amenities - fancy word for hotel stuff - great weather, great room, great view of the Spokane River, great food - especially when catered by the hotel, buffet style. Thus my critique of the AIP Annual Session. All in all, a great success!