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SPECIAL MEETING

By Irve Denenberg, September 24 in [General Discussion](#)[Follow](#)

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Posted September 24

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5 posts

WE HAD A SPECIAL MEETING for two STATED purposes 1) to keep or remove the current Board, the vote was to remove. 2) to vote for a "new Board"

Our bi-laws state the Board is to made up of 1-9 Board Members. A motion was made at the "Special Meeting" to limit this new Board to only 5 Board members. An immediate objection was made that a change in the number of Board members elected was not in the Special Meeting notice and that the community was not properly notified that limiting the number of Board members was up for a vote. Since the petitioning group to remove and vote in a "new Board" was running the meeting the vote was allowed to proceed,(amongst protest) limiting the Board to only 5 Board members was passed.

The community feels this was a huge violation and would like confirmation and ideas how to correct this. One solution to correct this would be at our general meeting allow for up to 4 new Board members to be voted in, bring the Board to 9 members. The Board of 5 suggested that the community should vote at the general meeting and decide if they want to expand the Board. We contend that the opportunity to vote up to 9 Board members was wrongfully taken away at the Special Meeting and this should be restored 1st to correct that violation.

Your thoughts and opinions would be greatly appreciated.

Thanks,

Irve

+ Quote

George Mervosh

Professional Registered
Parliamentarian



Members

6,385 posts

Location: Pittsburgh PA

Irve ignored >>

Posted September 24

Report post

The rule in RONR is *"The only business that can be transacted at a special meeting is that which has been specified in the call of the meeting. This rule, however, does not preclude the consideration of privileged motions, or of any subsidiary, incidental, or other motions that may arise in connection with the transaction of such business or the conduct of the meeting"* RONR (11th ed.), p.93.

I think I could be persuaded that the motion to set the number of board members is a motion that may arise in connection with the transaction of of the business in the call.

I have no opinion on whether the first action taken was in any way proper since we don't have enough facts to do so and you didn't ask.

+ Quote

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[Smoother Meetings](#)

Atul Kapur

PRP, formerly "Student"



Members

Posted September 24

Report post

What was the size of the previous board? How was that number decided (was there a previous motion that set the number)?

If you have been operating under a motion that previously set the number of board members and that was still in effect, then I think there is a valid argument to be made that the motion at the special meeting was out of order as it was not included in the notice of the meeting. It would be a real

888 posts

Location: Ottawa, Ontario,
Canada

stretch to say that a motion to Amend Something Previously Adopted could be reasonably foreseen to be part of the two stated items of business.

+ Quote

Irve Denenberg

Posted September 24

Report post 



Members
5 posts

the previous Board was a 9 member board

+ Quote

Irve Denenberg

Posted September 24

Report post 



Members
5 posts

On 9/24/2019 at 10:22 AM, George Mervosh said: 

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+ Quote

Irve Denenberg

Posted September 24

Report post 



Members
5 posts

Our previous Board was made up of 9 Board members The only reason this motion was made was because the petitioning group only had 5 members that wanted to run for the Board... They ran only 1 member at a time and voted the 5 people in and denied the community of adding anyone else....

+ Quote

Irve Denenberg

Posted September 24

Report post



Members
5 posts

On 9/24/2019 at 10:54 AM, Atul Kapur said:

What was the size of the previous board? How was that number decided (was there a previous motion that set the number)?

If you have been operating under a motion that previously set the number of board members and that was still in effect, then I think there is a valid argument to be made that the motion at the special meeting was out of order as it was not included in the notice of the meeting. It would be a real stretch to say that a motion to Amend Something Previously Adopted could be reasonably foreseen to be part of the two stated items of business.

we have allowed up to 9 Board members as stated in our bylaws. We the members have NEVER voted or any motion ever made to discuss or limit this number

+ Quote

Josh Martin

Posted September 24 (edited)

Report post



Members
13,797 posts
Location: Minneapolis, MN

On 9/24/2019 at 9:51 AM, Irve Denenberg said:

WE HAD A SPECIAL MEETING for two STATED purposes 1) to keep or remove the current Board,

What do your bylaws say (if anything) concerning the removal of board members? If they are silent, what is the exact wording of the term of office?

On 9/24/2019 at 9:51 AM, Irve Denenberg said:

Our bi-laws state the Board is to made up of 1-9 Board Members. A motion was made at the "Special Meeting" to limit this new Board to only 5 Board members. An immediate objection was made that a change in the number of Board members elected was not in the Special Meeting notice and that the community was not properly notified that limiting the number of Board members was up for a vote. Since the petitioning group to remove and vote in a "new Board" was running the meeting the vote was allowed to proceed,(amongst protest) limiting the Board to only 5 Board members was passed.

The community feels this was a huge violation and would like confirmation and ideas how to correct this. One solution to correct this would be at our general meeting allow for up to 4 new Board members to be voted in, bring the Board to 9 members. The Board of 5 suggested that the community should vote at the general meeting and decide if they want to expand the Board. We contend that the opportunity to vote up to 9 Board members was wrongfully taken away at the Special Meeting and this should be restored 1st to correct that violation.

Assuming that removing the board members in this manner was proper to begin with, I do not think there was anything wrong with this action. Indeed, based on the facts presented, I think it was absolutely necessary to take this action. It seems to me that this is an incidental motion arising in connection with the election. **If the bylaws merely say that there are between 1 and 9 board members, then some action must be taken to determine precisely how many board members there shall be.**

Irve ignored >>

This might be more complicated if the assembly had previously made a decision regarding the size of the board, but since we are told that "We the members have NEVER voted or any motion ever made to discuss or limit this number," then **it seems absolutely necessary to make a determination regarding this matter.** Without such a determination, it is not known how many board members to elect. It seems to me the board is absolutely correct that, if members now wish to increase the size of the board, the proper course of action is for the membership to adopt a motion to this effect.

Irve ignored >>

For what it is worth, I strongly advise against setting a range of members in the bylaws, since it inevitably leads to problems like this one.

On 9/24/2019 at 11:18 AM, Irve Denenberg said:

Our previous Board was made up of 9 Board members. The only reason this motion was made was because the petitioning group only had 5 members that wanted to run for the Board... They ran only 1 member at a time and voted the 5 people in and denied the community of adding anyone else....

Irve copied >

Voting on one person at a time is not the proper method of filling multiple identical positions, however, it is too late to raise a Point of Order regarding that issue at this time. Instead, members should be instructed to vote for a number of persons up to the number of open positions. Each ballot is treated as a vote cast for the number of votes needed to receive a majority.

On 9/24/2019 at 11:20 AM, Irve Denenberg said:

we have allowed up to 9 Board members as stated in our bylaws. We the members have NEVER voted or any motion ever made to discuss or limit this number

Yes, but you also never adopted any motion establishing the size of the board at nine. As a consequence, the assembly was within its rights to determine any number of board members between 1 and 9. They chose five.

In the long run, my recommendation is to amend the bylaws to set *one* number for the size of the board.

Edited September 24 by Josh Martin

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Even when this is not specifically noted, all answers should be assumed to include the caveat "unless your organization's rules or applicable law provide otherwise." ✕



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