

# **Report: Nominations, Elections, Roberts Rules, Bylaws, Roberts Rules**

**6/10/2020**

**Nate Bremer/Interim President**

Due to the resignation of the president and upcoming elections, the APS Bylaws and Elections procedures were reviewed by Cory Tischman, Harvey Buchite and myself. A number of inconsistencies/conflicts were noted between the Bylaws and the procedural framework we use (Roberts Rules of Order). These inconsistencies and conflicts have been there as long as APS has held elections and have either been ignored or dealt with inaccurately. I am not proposing changes to the APS Bylaws as they actually work very well, but am attempting clarification so we can move forward in a way which satisfies the legal requirements of procedure.

Be aware this is rather long winded and wording in Bylaws is extremely important and directional. At the end of this document is a proposed ANNUAL GENERAL MEMBERSHIP MEETING procedure, which requires more work.

1) Roberts Rules of Order is an excellent procedural framework, but cannot be used where the APS Bylaws have procedural language. In other words, bylaws supersede other procedural frameworks (Roberts Rules of Order).

**a. From APS Bylaws: ARTICLE XII – RULES OF ORDER Section 1. The rules contained in “Roberts Rules of Order, Revised,” (current edition) shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with the Certificate of Incorporation, the Constitution or By-Laws of this Society.**

\*This Bylaw clearly points out that they are to be used as applicable and in which they are not inconsistent with APS Bylaws. APS needs to implement this Bylaw so that we do not run into difficulties with elections.

**b. From APS Bylaws: ARTICLE VII – DIRECTORS**

**Section 4. Prior to election, a Board of Directors candidate must commit in good faith that he is willing to attend all Board Meetings, represent the membership to the best of his ability and serve as either an Officer or Committee Chairperson.**

\*Roberts Rules of Order has a procedure in which elections are carried out. Within these procedures Roberts Rules indicates members attending the Annual General Membership Meeting may nominate other members from the floor. **This is in direct conflict our bylaws, as APS has a nominating committee which conducts vetting through a profile and creates a slate of members which fulfill the above statement from APS Bylaws.**

There is no reason or indication to call for nominations from the floor according to APS Bylaws, furthermore the APS Bylaws cannot be fulfilled if nominations are taken from the floor at Annual General Membership Meeting and vet nominations at the same time. Thus Roberts Rules are superseded by APS Bylaws in this instance. We will no longer be asking for nominations from the floor at the Annual General Membership meeting and follow the bylaws. Calling for nominations from the floor in the past is something we performed in the past in error and did not follow the APS Bylaws.

**c. From APS Bylaws: ARTICLE VII – DIRECTORS Section 10. The Annual Meeting of the BOD shall be held following the adjournment of the Annual General Meeting of the Membership for the purpose of electing officers, appointing committee chairmen, and for transacting other such business as may be deemed appropriate.**

\*Again a bit confusing. The meeting referenced here in the APS Bylaws is the same one mentioned for election of Officers (our 5 minute ratification meeting). In the past we have not determined much more than the election results. If my memory is off on this, please let me know. The statement of “deemed appropriate” allows a great deal of interpretation, which is fine by me and we can continue to do business in this regard until everything is sorted out.

**d. ARTICLE VIII – OFFICERS**

**Section 1. At their Annual Meeting held following the Annual General Meeting, the BOD shall elect the Officers of the Corporation. They shall be a President, Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer. Officers may hold only one elective office and may be elected from the membership-at-large.**

\*This APS Bylaw is a bit ambiguous and confusing. In the past we have announced newly elected (proposed) APS Officers at the Annual General Membership Meeting and then hold a short meeting after the election. There is a conflict here in the APS Bylaws from my perspective. This section indicates the BOD elects the officers, but then indicates Officers may be elected by from the membership-at-large. Clearly an Officer is not “Elected” from the membership-at-large, as this is a BOD duty. We should likely interpret “elected from the membership-at-large” as “nominated from the membership at large before the Annual General Membership Meeting and the Officer need not be on the Board of Directors”. BOD members then ratify the minutes of the meeting and election of Officers – which has worked fine. However we do not actually perform an election of APS Officers at this time, but ratify their status from a previously held meeting. I suppose the announcement of Officers and ratification of minutes can be interpreted as an election of APS Officers.

e. **ARTICLE IV – MEMBERSHIP & DUES** Section 4: Membership Rights and Privileges. **At the Annual General Meeting, or at any other meeting of the members, the rights and privileges of any class of membership shall be as follows:**

**- o All members shall be eligible for election to the BOD and appointment to any of the offices or committees hereinafter constituted.**

\*This APS Bylaw is problematic and should be kept in mind. We do need to allow members at any level to be eligible to join leadership positions within APS. From my perspective this should be encouraged whenever possible. Here, Roberts Rules of Order does come into effect in that the Bylaws do not address it completely. We should be asking general membership for nominations at large 30 days prior to closing the nomination process according to Roberts Rules. A notification should be printed in the Bulletin with contact instructions, which will be to be sent to the Nomination Committee before vetting and profiles are completed. This will allow members to become more involved and it is their right according to Bylaws. APS has never done this to my knowledge and should be. However, due to the multiple issues we are dealing with this year, I recommend the BOD carries on as we have in the past for the 2020 election cycle and institute the rule in the future election cycles.

f. **ARTICLE IX – DUTIES OF THE OFFICERS** Section 1. **The President shall be the principal Executive Officer of the Corporation. He shall maintain the general direction of the organization and shall preside at all meetings of the Corporation and of the Directors and shall exercise the usual powers and functions of the office of President. He shall report on the progress of the organization at the Annual General Meeting. Within thirty (30) days after the election, he shall appoint to serve for two (2) years, all committees and their chairman except as herein otherwise provided, with the approval of the BOD. All members shall be eligible for such appointment. The President shall be an ex-officio member of all committees he appoints except the Nominating Committee. He serves as Chairman of the Executive Committee.**

\*This APS Bylaw is particularly import to our culture in my opinion. The president must remain distant from the proceedings and selections in which the Nominating Committee performs in order for transparency, but also to enable diversity and promote different points of view in the leadership group. While the leadership group enjoys friendly relationships which are often seen in our nominations, it is clearly not a part of the Bylaws and we need to be inclusive of our membership. Distance from this committee by the President and other leaders is an important way to ensure we see culture change in my opinion.

g. **ARTICLE IX – DUTIES OF THE OFFICERS Section 3.** The Corresponding Secretary shall give notice of all meetings of the membership, BOD and Executive Committee and shall distribute all pertinent correspondence to the BOD. He serves as a member of the Executive Committee.

\* The BOD has apparently ceded the duty outlined in this Bylaw to the President, which is within their rights as noted in Bylaws. Not a problem in my opinion, simply an observation.

### **3. Roberts Rules of Order and how they are of use in Elections**

The procedure used for meetings is useful and not in conflict with the APS Bylaws. Election procedures do not completely match and are basically a hybrid of APS Bylaws and Roberts Rules of Order.

**There is one glaring problem with how elections have been performed at the Annual General Membership Meeting, according to Roberts Rules of Order. APS in the past has presented a slate of BOD nominees for election and they are voted in as a group (if my memory serves me correctly), this is known as “Election by Cumulative Voting”, which is not mentioned in our Bylaws. Therefore we are not to use this type of voting according to legal rule. We should be using “Election by Voice Vote”, which will require us to take an “Aye” vote in the affirmative or a “No” vote to oppose, for each candidate. This is more consumptive of time and could be uncomfortable for candidates, however it is in line with our Bylaws and Roberts Rules of Order, which we need to follow.**

#### **Annual General Membership Meeting Elections Process**

My proposal for preparation, elections and the Annual Membership Meeting:

- a. BOD decides on **Officers** to be elected at 6/18/202 BOD teleconference meeting. Cory Tischman, Nomination Committee Chair will provide the slate. There will be procedural voting used by the BOD to elect Officers. This is a preliminary election and will become official after the Annual General Membership Meeting when the BOD calls to order its ratification BOD meeting (the short meeting after the Annual General Membership Meeting).
- b. BOD has discussion of nominated **Directors** at 6/18/2020 BOD teleconference meeting. Cory Tischman, Nomination Committee Chair will provide the slate.
- c. Annual General Membership Meeting, by teleconference on 8/1/2020, 3 p.m. CDT.
  - Meeting Called to Order
  - Roll is taken (I need to figure out how this works yet)
  - Reading of the Minutes (6/18/2020 Minutes)
  - President’s Report (I’ll keep it very short and welcome everyone)
  - Treasurer’s Report (Kris is unable to attend, thus we’ll need someone to volunteer to read her report).

- Committee Reports (If any committees have a short report, this can take place here). Committee Chairs can email me a short paragraph if there is information they believe the membership would like to hear about
- Correspondence (we can dispense with this piece, as we typically no longer perform these kinds of activities)
- Unfinished Business (there should not be any for the General Membership to my knowledge)
- New Business (This can be a simple inquiry to the membership and they may share if there is anything)
- Discussions (part of new business in my mind)
- Elections
  1. Board of Directors (a slate of BOD members will be placed on the APS' Member Portal prior to August 1, 2020 for member perusal).
    - a. Election of BOD for the next term. Election of BOD members is offered as a slate by the Nomination Committee Chair (Cory Tischman).
    - b. Each nominee will be voted on separately with "Aye" or "No" vote. 2/3<sup>rd</sup> majority rules. The president will call for the votes and the acting Recording Secretary will record.
    - c. The recording secretary will read the results (Only the names of those who have satisfied the 2/3<sup>rd</sup>s affirmative-Likely everyone on the original slate).
    - d. A motion is made by a current director or member to accept the election results and induct the elected Directors to the Board for the coming term.
      - i. An "Aye" or "No" vote is taken to carry the motion. Since the 2/3<sup>rd</sup>s rule was used to elect the individuals there should be no dissenting votes and this is a formality.
  2. Officers. The Nominating Committee Chair (Cory Tischman) will announce the slate of Officers for the coming term (President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary). This slate can be announced as: The Board of Directors have elected the following slate of Officers to serve the American Peony Society's Membership in the coming term: President: \_\_\_\_\_; Vice President: \_\_\_\_\_; Treasurer: \_\_\_\_\_; Recording Secretary: \_\_\_\_\_;
  - Corresponding Secretary:\_\_\_\_\_. The Officers and Board Members look forward to serving APS in the coming term and thank you for your support. Feel free to contact any of our leaders to discuss ideas, concerns if you need information.
  3. Induction Ceremony of Officers and Board of Directors. A short official ceremony that acknowledges service and commitment.
- Motion to adjourn.

d. Short meeting after the Annual General Membership Meeting. This meeting is to ratify minutes, but also is needed to formally elect the slate of Officers for the next term. It is possible there may not be agreement on Officers at this time, but the Nominating Committee has already done their work and there is nothing in the Bylaws that indicate a way to change the slate at this time.