



**44th | NAP Biennial  
Convention**

ATLANTA, GA

**HANDOUT BOOK**





# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOPS AT-A-GLANCE

SATURDAY, SEPTEMBER 9, 2023

9:00 A.M. – 10:15 A.M.

### **Navigating the Bylaws Maze: Application, Interpretation, and Suspension**

*Donald Garrett, PRP*  
Chancellor

### **New Delegate Orientation**

*David Jackson, PRP*  
Wilton

### **Bringing Closure: The Qualified, Debatable Motion to Adjourn**

*Finos B. Johnson, RP*  
Galleria

### **Committees Are Crucial!**

*Carl Nohr, PRP*  
Grand Ballroom II

### **What Parliamentarians Need to Know about Homeowner & Condominium**

**Associations**  
*Jim Slaughter, PRP*  
Grand Ballroom I

10:45 A.M. – 12:00 P.M.

### **Author's Corner**

*Jim Slaughter, PRP, Nancy  
Sylvester, PRP, and  
Moderator Kay Crews, PRP*  
Grand Ballroom I

### **Serving as a Floor Parliamentarian**

*C.J. Cavin, PRP*  
Galleria

### **Incidental Not Accidental**

*Johnine Clark, PRP*  
Wilton

### **How to Have a Successful PRP Business**

*Kirby Glad, PRP*  
Chancellor

### **Suspending the Rules: When You Need To Do What They Say Can't Be Done**

*Adam Hathaway, PRP*  
Grand Ballroom II



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## WORKSHOPS AT-A-GLANCE

SATURDAY, SEPTEMBER 9, 2023

2:00 P.M. – 3:15 P.M.

**Parliamentarian v. Lawyer:  
Presenting the Case for  
When an Organization Needs  
a Lawyer Rather Than a  
Parliamentarian**

*American College of  
Parliamentary Lawyers*  
Grand Ballroom II

**Google Classroom for  
Parliamentary Procedure**  
*Lucy H. Anderson, PRP*  
Chancellor

**RONR Applications in Small  
Boards**  
*John R. Berg, PRP*  
Galleria

**The Minutes Say What?**

*Tamara D. Harris, PRP*  
Wilton

**Professional Standards  
Update**  
Grand Ballroom I

3:45 P.M. – 5:00 P.M.

**Commission on  
Credentialing Update**  
Grand Ballroom I

**"Help Me!" I Have a  
Question!**  
*Daniel (Dan) Jackson, PRP*  
Wilton

**Beyond the Book**  
*Eli Mina, PRP*  
Grand Ballroom II

**Increasing Your RONR  
Ranking Expertise**  
*Jennifer Nickel, RP*  
Galleria

**Getting Down to Business:  
Forming a Limited Liability  
Company for Your  
Parliamentary Enterprise**  
*Susan Eads Role, PRP*  
Chancellor



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## WORKSHOP

### **Navigating the Bylaws Maze: Application, Interpretation, and Suspension**

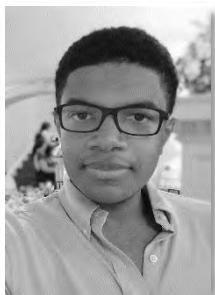
Intermediate | 9:00 a.m.-10:15 a.m. | Chancellor

## OVERVIEW

Unlock the secrets of effective governance! Discover how to decipher and apply the different sections of bylaws, explore proven strategies for interpretation, and learn the rules for when suspending bylaws is allowed. Engaging examples will empower you to confidently navigate the complexities of bylaws, ensuring organizational success and impactful decision-making.

## PRESENTER

**Donald Garrett, PRP**



Donald Garrett is a Professional Registered Parliamentarian and Principal of Last Minute Meetings. Based in the Northern Virginia/DC Metropolitan Area, he combines his experience with analysis and member engagement with an expert command of *Robert's Rules of Order* to provide accurate and timely advice to organizations of all sizes through his company, Last Minute Meetings. His personal touch puts clients at ease as they navigate through prickly meetings and confusing motions.

Donald has been a member of the National Association of Parliamentarians for over a decade, earning the Professional Registered Parliamentarian credential in 2014. He was awarded the NAP Educational Foundation Young Professional Dues Scholarship in 2018, and has presented at several state and national conferences.

Donald currently serves as the First Vice-President of the Virginia State Association of Parliamentarians, and as Chairman of the National Organizational Effectiveness Committee. His clients have ranged from local churches and homeowner associations to statewide unions and national professional accreditation societies.

Outside of his parliamentary consulting, Donald is an award-winning analyst with the Federal Government, and has a background with nonprofit fundraising and membership engagement. He enjoys volunteering with community organizations and sampling exotic and new cuisine.

# NAVIGATING THE BYLAWS MAZE: APPLICATION, INTERPRETATION, AND SUSPENSION

DONALD GARRETT, MPA, PRP

2023 NATIONAL ASSOCIATION OF PARLIAMENTARIANS CONVENTION

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## DONALD GARRETT, MPA, PRP

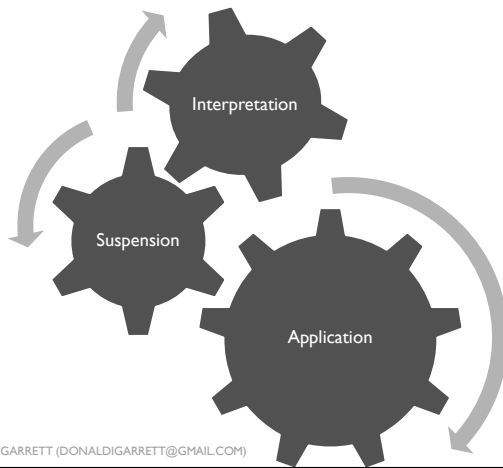
- Principal, Last Minute Meetings
- 2014-Present, Professional Registered Parliamentarian
- 2016-Present, Virginia State Association of Parliamentarians Board of Directors
- Master of Public Administration, George Mason University
- Clients range from community associations to governments and national corporations



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## OBJECTIVES AND RULES



- No dumb questions!
- Scenarios used today should not be taken as specific advice applicable to your particular circumstances
- RONR = *Robert's Rules of Order Newly Revised* (12<sup>th</sup> edition)

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## APPLICATION BYLAWS AS RULES

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## HIERARCHY OF RULES

- “An organized society requires certain rules to establish its basic structure and manner of operation.... Experience has shown that some of the rules of a society should be made more difficult to change, or to suspend—that is, to set aside for a specific purpose—than others.” [RONR §2:1-2]

1. National, State, and Local Law
2. **Governing Documents**
  - Parent Body Charter
  - Articles of Incorporation
  - **Bylaws**
3. Rules of Order
  - Special Rules of Order
  - Parliamentary Authority
4. Standing Rules/Policy
5. Custom/Practice

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## WHAT ARE BYLAWS?

- “In general, the...bylaws...of a society...contain[s] its own basic rules relating principally to itself as an organization, rather than to the parliamentary procedure that it follows.” [RONR §2:8]

Primary  
Characteristics of  
the Organization

How the Society  
Functions

Rules so  
Important They  
Can't be Changed  
without Notice

Generally cannot  
be suspended\*

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## 9 STANDARD BYLAWS ARTICLES

- Article I – Name
- Article II – Object
- Article III – Members
- Article IV – Officers
- Article V – Meetings
- Article VI – Executive Board
- Article VII – Committees
- Article VIII – Parliamentary Authority
- Article IX – Amendment of Bylaws

NO MOME CPA  
(No, Mommy; See ‘Pa)

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## OTHER ARTICLES

- Preamble
- Discipline
- Executive Committee
- Finance
- Subordinate Units
- Conventions

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## AREAS TO CLARIFY/SUPERSEDE IN YOUR BYLAWS

- Quorum – Default is a majority of the members
- Electronic Meetings / [E]Mail votes – Default is votes happen in the same place
- “Including, but not limited to,…” for committees, officer duties, etc.
- Election Procedures
- Terms of Office / Removal – By default, elections take effect immediately, and wording determines if removal is with or without cause
- Proxies – Prohibited by Robert’s by default

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## WHAT ARE RULES OF ORDER? [RONR §2:14-15]

- “The term *rules of order* refers to written rules of parliamentary procedure formally adopted by an assembly or an organization. Such rules relate to the **orderly transaction of business in meetings** and to the duties of officers in that connection. The object of rules of order is to facilitate the smooth functioning of the assembly and to provide a firm basis for resolving questions of procedure that may arise.”
- “In contrast to bylaws, rules of order derive their proper substance largely from the **general nature of the parliamentary process** rather than from the circumstances of a particular assembly.”

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## SUSPENSION OF BYLAWS

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## MOTION TO SUSPEND THE RULES

“When an assembly wishes to do something **during a meeting** that it cannot do without violating one or more of its regular rules, it can adopt a motion to *Suspend the Rules* interfering with the proposed action—provided that the proposal is not in conflict with the organization's bylaws.” [RONR §25:1, emphasis added]

- Requires a second
- Not debatable
- 2/3 vote for rules of order; majority vote for standing rules

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## RULES WHICH **CANNOT** BE SUSPENDED [RONR §25:7-13]

- A bylaws requirement that the vote be secret
- Fundamental principles of parliamentary law:
  - One question at a time
  - The right to vote is limited to members who are present at the time the vote is taken in a properly called meeting
  - One person-one vote
- Rules protecting absentees: Quorum requirements; previous notice requirements; and special meeting notice requirements

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## RULES WHICH **CANNOT** BE SUSPENDED

- Rules that have their application outside of the current session
  - A motion to suspend the rules “cannot be used to remove from the presiding officer (even temporarily) any administrative duties—those related to the role of an executive officer that are distinct from the function of presiding over the assembly at its meetings.” [RONR §62:13]
- Basic membership rights: attend meetings, make motions or nominations, debate, give previous notice, and voting
  - “The reason is that the two-thirds vote necessary for the adoption of any motion to modify the limits of debate also fulfills the requirement for suspending the rules.” [RONR §15:17]

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## SUSPENSION OF BYLAWS

Bylaws “cannot be suspended [w]ith the exception of clauses that provide for their own suspension under specified conditions, or clauses in the nature of rules of order as described in 2:14.” [RONR §2:8(4)]

- “If the bylaws contain a provision to the effect that the president shall preside at all meetings, since such a provision is clearly in the nature of a rule of order, which may be suspended even if in the bylaws.” [RONR §62:12n5]
- “When the bylaws require a vote to be taken by ballot, this requirement cannot be suspended—even by a unanimous vote—so as to take the vote by a nonsecret method.” [RONR §45:20]

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## SCENARIO: CAN WE PICK A DIFFERENT APPOINTMENT METHOD?

The Bylaws state, “The Chairman shall appoint all committees.” RONR allows a motion creating special committees to name the members of the committee. Can we pick people different from the Chairman?

- “In many organized societies, the president has duties as an administrative or executive officer; but these are outside the scope of parliamentary law, ... [for example] appointing ... all committees.” [RONR §47:20]
- “A clause in the bylaws assigning to the president the duty of appointing all committees should therefore contain appropriate provision for its own suspension if necessary.” [RONR §50:13(d)]
- No, you cannot.

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## SCENARIO: CAN WE CHANGE OUR ORDER OF BUSINESS?

The Bylaws state, “*The order of business of the annual meeting shall be as follows: (a) roll call (proof of quorum); (b) proof of notice of meeting; (c) approval of minutes; (d) reports of officers; (e) election of directors; (f) old business; and (g) new business.*”

- We want to vote on removing a director (new business) before the election. Is this okay?

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## SCENARIO: CAN WE CHANGE OUR ORDER OF BUSINESS?

- “At a session that already has an order of business, an agenda can be adopted by a majority vote only if it does not create any special orders and does not conflict with the existing order of business; otherwise, a two-thirds vote is required.” [RONR §41:61]
- “[W]hen the matter taken up out of its proper order has been disposed of, even if it has consumed as much time as the usual meeting, the chair must return to the regular order of business and call for the items in sequence, unless the assembly then votes to adjourn.” [RONR §25:12]
- [Bylaws] cannot be suspended (with the exception of clauses...in the nature of rules of order as described in 2:14; see also 25:7–13).” [RONR §2:8]

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## SCENARIO: CAN WE DO AN ELECTRONIC BALLOT?

The bylaws state, “The election of officers shall be by written ballot.” Can we suspend the bylaws to do the vote by electronic ballot?

- “[A] rule in the bylaws requiring that a vote...be taken by (secret) ballot cannot be suspended so as to violate the secrecy of the members' votes unless the bylaws so provide.” [RONR §25:7]
- “The use of such [electronic] devices to conduct voting may be directed by...a motion relating to methods of voting and the polls (30). Their use to fulfill a ballot requirement in the bylaws may be directed in the same manner, provided that the devices meet the criteria for a ballot vote...Members must be able to indicate their choices without revealing how they have voted.” [RONR §45:42]

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## INTERPRETATION OF BYLAWS

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## INTERPRETING BYLAWS: MOST IMPORTANT QUESTION

- Is/are the provision(s) ambiguous?
- “Each society decides for itself the meaning of its bylaws. When the meaning is clear, however, the society, even by a unanimous vote, cannot change that meaning except by amending its bylaws. An ambiguity must exist before there is any occasion for interpretation.” [RONR, §56:68(1)]
- Adopting an official interpretation requires a majority vote

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## 1) ONLY AMBIGUOUS PHRASES CAN BE INTERPRETED

*“The voting members of the Board shall be the President, Secretary, and Treasurer.”*

- The Parliamentarian is on the Board. Can she vote?
- No, It is unambiguous that only the listed officers can vote.

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## 2) AMBIGUOUS PHRASES MUST BE INTERPRETED, IF POSSIBLE, IN HARMONY WITH THE REST OF THE BYLAWS

- “The interpretation should be in accordance with the intention of the society at the time the bylaw was adopted, as far as this can be determined....The ambiguous or doubtful expression should be amended as soon as practicable.” [RONR, §56:68(1)]

## SCENARIO: HOW DO YOU DEFINE VOTING MEMBERS?

- 1) “Voting members include all full-time faculty members who are tenured, tenure track, or term faculty.”
- 2) “A secret ballot shall be taken if requested by a minimum of two voting members.”
- 3) “Eligibility to vote on renewal and promotion issues is limited to faculty in the Department with tenure in the University.”

I am a term faculty member. The Chair ignored my demand that the decision on my renewal be done by secret ballot. Was he correct?

- Yes, “voting members” in the second bullet means the members voting on something and not voting members of the department.

### 3) A GENERAL STATEMENT HAS LESS AUTHORITY (AND YIELDS TO) A SPECIFIC STATEMENT

- I'm a tenured professor, and one of my students has been very annoying in class. I want the Department to Censure him. The relevant Bylaws provisions are:
  - *A charge [of censure] can be brought against any member of the department by any full time faculty member of the department.*
  - *The Department...consists of all individuals holding faculty status as well as graduate students and declared undergraduate majors.*
  - *Activities by department members that are censurable must be gross violations of faculty responsibilities and/or professional ethics.*
- The last provision has more authority; it is unlikely a student can grossly violate "faculty responsibilities"

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### 4) IF THE BYLAWS AUTHORIZE CERTAIN THINGS SPECIFICALLY, OTHER THINGS OF THE SAME CLASS ARE THEREBY PROHIBITED

"There is a presumption that nothing has been placed in the bylaws without some reason for it. There can be no valid reason for authorizing certain things to be done that can clearly be done without the authorization of the bylaws, unless the intent is to specify the things of the same class that may be done, all others being prohibited." [RONR, §56:68(4)].

- There are four officers of the faculty: The Chair, the Vice Chair/Chair Elect, the Secretary, and the Parliamentarian.
- The Chair could not appoint a "Deputy Chair"

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## SCENARIO: CAN WE SET AN ADJOURNED MEETING?

The Bylaws state, “*If less than a quorum shall be in attendance at any time for which a meeting shall have been called, such meeting may, after the lapse of at least one-half hour, be adjourned from time to time by a majority of members present.*” The hour is late but we have a quorum. Can we set an adjourned meeting for next Wed. at 7 pm?

- “There is a presumption that nothing has been placed in the bylaws without some reason for it.” [RONR, §56:68(4)] The above phrase only allows for the motion when there is “less than a quorum.”
- However, as a rule of order, it could be suspended by a two-thirds vote.

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## 5) A PROVISION GRANTING CERTAIN PRIVILEGES CARRIES WITH IT A RIGHT TO A PART OF THE PRIVILEGES, BUT PROHIBITS A GREATER PRIVILEGE

- Suppose the Bylaws state that the executive committee may “*fix the hour and place of meetings*” of the Association.
- This means the EC may:
  - Fix the hour of the meeting
  - Fix the place of the meeting
  - Fix the hour and place of the meeting
- This means the EC may not:
  - Fix the date of the meeting

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## 6) A PROHIBITION PROHIBITS GREATER THAN WHAT IS PROHIBITED, BUT PERMITS THINGS THAT ARE LESS

“A prohibition or limitation prohibits everything greater than what is prohibited, or that goes beyond the limitation; but it permits what is less than the limitation, and also permits things of the same class that are not mentioned in the prohibition or limitation and that are not evidently improper.” [RONR, §56:68(6)]

- “The Assessment Committee shall be composed of at least four appointed members who serve two year terms. Members shall serve no more than two consecutive terms”
  - A person can serve for one or two consecutive terms, but not four

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## 7) THE IMPOSITION OF A DEFINITE PENALTY FOR A PARTICULAR ACTION PROHIBITS THE INCREASE OR DIMINUTION OF THE PENALTY.

- Suppose the Bylaws state, “A Director shall be removed from the Board if the Director misses three consecutive meetings.”
- The Board cannot:
  - Waive the requirement or re-instate the Director
  - Fine the Director
  - Make the Director write an apology letter
- “If, for example, it is desired to allow the board to diminish or waive the penalty, or increase it, the bylaw must not make it definite or must specifically provide for diminution, waiver, or enlargement” [RONR, §56:68(7)].

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## 8) REFERENCES TO THE GENERAL DEFINITION ALSO INCLUDE THE SUBCOMPONENTS

- “In cases where the bylaws use a general term and also two or more specific terms that are wholly included under the general one, a rule in which only the general term is used applies to all the specific terms” [RONR, §56:68(8)].
- If the Bylaws state, “*Members may be active, associate, or honorary*”
- The general term “members” would apply to all 3 classes.

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## QUESTIONS?

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# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### New Delegate Orientation

Intermediate | 9:00 a.m.-10:15 a.m. | Wilton

## OVERVIEW

Participants should be able to: Understand the needs of new delegates & identify components of a New Delegate Orientation

## PRESENTER

David Jackson, PRP



David Jackson has been a longtime Physician Assistant leader serving in many roles including VP and Speaker of the American Academy PAs House of Delegates. He has also served as chair of the HOD's Reference and Standing Rules Committees and as their Parliamentarian. Based in Huntington Station, N.Y., Dr. Jackson is an educator, shaping the future of the PA profession through students at Pace University where he is a clinical professor. He is a member of the American Institute of Parliamentarians and the National Association of Parliamentarians. He serves as a Commissioner on the Commission on Credentialing for the NAP. He is the Vice-President of the AIP Long Island New York Chapter, President of the NAP

Parliamentarians of Greater New York Unit, and President of the NAP Lee Demeter Registered Parliamentarian Unit. Additionally, he serves as parliamentarian for both academic and professional organizations.

## National Association of Parliamentarians Biennial Convention

### New Delegate Orientation

David Jackson, DHSc, PA-C, CP-T, PRP

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### Objectives

Participants should be able to:

- Understand the needs of new delegates
- Identify components of a New Delegate Orientation

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### NAP Body of Knowledge

#### Standards for Members of Any Organization

##### Domain 1: Meetings

Members should understand the basic procedures by which meetings are conducted and be able to introduce, debate, and vote on business in a meeting.

##### Domain #2: Motions

Members should have the knowledge and skills to use common motions during a meeting.

##### Domain #3: Rules

Members should know how to read the rules of the organization and be able to demand enforcement of those rules.

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### Types of Deliberative Assemblies

1. Mass Meeting (1:10)
2. Assembly of an Organized Society (1:13)
3. Convention (1:14)
4. Legislative Body (1:19)
5. Board Meeting (1:22)

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### What do New Delegates Need to know?

- Governance structure of your organization
- The role of your deliberative body (House of Delegates)
- Your role as a delegate
- What are your organizations governing documents
- Who are the players?
  - Your officers, committees, members, etc.
- How does the process of making policy work?
- Who can I get help from?
- Personal comforts

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*Welcome to the 2020  
AAPA House of Delegates*

## Delegate Orientation

William Reynolds, MPAS, PA-C, DFAAPA  
First Vice-Speaker  
AAPA House of Delegates



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## *AAPA Governance Structure*

Board of Directors

House of Delegates

CEO/Staff




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## *Board of Directors*

- Manages the Business of the Academy
  - Strategic Plan
  - Budget and Manages Academy Resources
  - Sets Dues
  - Appoints and Evaluates the Chief Executive Officer
  - Charters Chapters and Recognizes PA Specialty Organizations, Caucuses and Special Interest Groups
  - Establishes Commissions, Work Groups, Task Forces
  - Reviews and determines how to implement policies enacted by the HOD that establish the philosophy of the PA profession




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## *The House of Delegates: The Policy-making Body of the Profession*

The Academy shall have a House of Delegates, which shall represent the interests of the membership. The House of Delegates shall: ***exercise the sole authority on behalf of the Academy to enact policies establishing the collective values, philosophies, and principles of the PA profession.***




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### *House of Delegates: Other Duties*

- May make recommendations to the Board for granting charters to Chapters and for granting official recognition to specialty organizations.
- May make recommendations to the Board for the establishment of Academy commissions and work groups
- Shall establish such committees of the House of Delegates as necessary to fulfill its duties




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### *CEO / Staff*

- Manage the daily operations of the Academy
- Maintain ongoing direct communication with the Chair of the Board / President
- Support the work as determined by the BOD and HOD
- Provide support, resources and guidance to the commissions, task forces, and work groups
- Bring expertise to the work that enhances the mission and vision of the Academy
- Report back to the BOD, HOD and Membership as required in the Bylaws and policies of the Academy




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### *Order of Ruling Documents*




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### *Composition of the HOD*

- **Constituent Chapters**
  - 2 delegates from each chapter and then additional delegates apportioned per the number of Fellow members in the chapter
- **Specialty Organizations (27)**
  - 1 delegate each
- **Caucuses (12)**
  - 1 delegate each
- **Student Academy (20)**
  - Apportioned according to the number of student members
- **Delegates-at-Large (4)**
  - Current and Immediate Past House Officers




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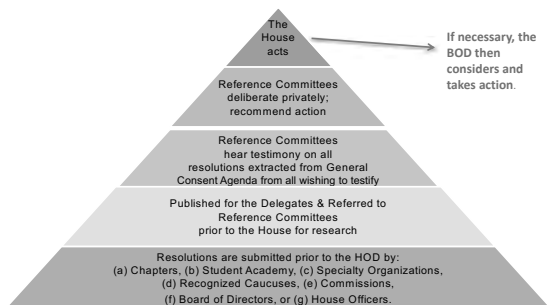
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### *The Process of Making Policy*




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### *What have I gotten myself into?*




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*Relax...Plenty of Help Available!*

- House Officers
- Staff Advisor, Tom Shoemaker
- Sergeant at Arms
- Tellers
- Mentors
- Parliamentarian
- Fellow Delegates




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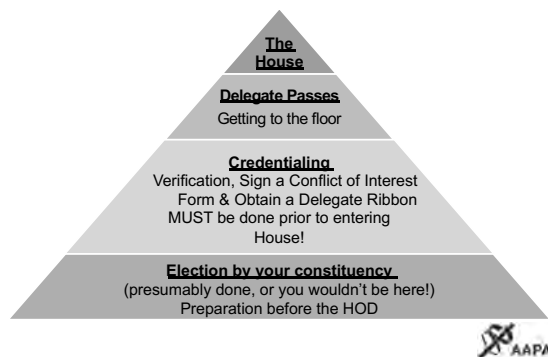
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*Getting to the House*


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*Before the Meeting*

- Must be elected by your constituency
- Delegate Responsibilities prior to the HOD:
  - Review the Rules of Order
    - Bylaws
    - HOD standing rules
    - American Institute of Parliamentarians Standard Code
  - Review Resolutions
    - A must read – if you haven't done so, this is what you should do after this!




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*Credentialing*

- All delegates must be credentialed prior to entering the House
  - Credentialing ends at 6 PM on Saturday, May 19<sup>th</sup>!
- You must be registered either for the conference or "*HOD only*" status.
- Confirmation of conference registration will be accepted in lieu of a conference badge




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*Credentialing*

- All delegates will sign a conflict-of-interest statement at the time of credentialing unless one was submitted electronically
- Obtain a Delegate Ribbon
  - You must be credentialed and possess a delegate ribbon to be seated on the House Floor for General Sessions
- If your delegation has a change in their delegation, a change of delegate form signed by constituent president, secretary or chief delegate is required




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*Credentialing Desk*

- Located on First Floor, Grand Ballroom B-D Foyer
  - Outside and near the entrance to where the HOD will meet in Grand Ballroom B-D
- Credentialing Times:
  - Friday, May 18<sup>th</sup>—3:30 PM to 7 PM
  - Saturday, May 19<sup>th</sup>—8 AM to 6:00 PM
  - No delegate will be credentialed after 6 PM on Saturday!




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### *Seating*

- Delegate ribbons must be worn to be seated on the floor of the House during General Sessions
- You must also have a Delegate Pass to be seated on the floor of the House during General Sessions
  - Delegate passes will usually be pre-placed at each seat for the beginning of General Session I
  - You must take your pass and give to the Sergeant-at-Arms when leaving the floor of the House during General Session
  - You must obtain a delegate pass from the Sergeant-at-Arms to return to the floor of the House
- Messages will be delivered by the tellers

*\*When in General Session I or II*




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### *Participation at the House*

- Reference committees
- Testimony
- Amendments




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### *HOD Schedule of Events*

Where to be when...




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## *HOD Schedule*

If there is a discrepancy between the House schedule in the final conference program and the House materials,

**the House materials are always correct.**




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## *Where to be Saturday*

- 9 AM – 12:15 PM: HOD General Session I  
(Grand Ballroom B-D)
  - Reports to the House
  - Acceptance of Resolutions
  - Consent Agenda
  - House Awards Ceremony
- 12:15 PM - 1:30 PM: Lunch Break
- 1:30 PM - 6:30 PM: Reference Committee Hearings
- 7:00 PM - 8:30 PM: HOD Reception  
(Port/Starboard/River Rooms)
  - Delegates Only




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## *About Lunches*

- Meal cards will be distributed by your Chief Delegate...




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### About Lunches

- Prepaid Visa cards will be given to the main delegates from each CO. The number of cards per CO is determined by the number of apportioned seats. It is the responsibility of each CO to make sure their main delegates were listed for the credentialing desk and received the meal card.
- Each prepaid Visa card is worth \$25 and is meant to cover your lunch for 2 days (Sat. & Sun.)
- It is recommended that you get your lunch at the Riverwalk Mall Food Court so the \$25 can cover 2 meals.
- You are responsible for any expenses over the \$25 for your lunches




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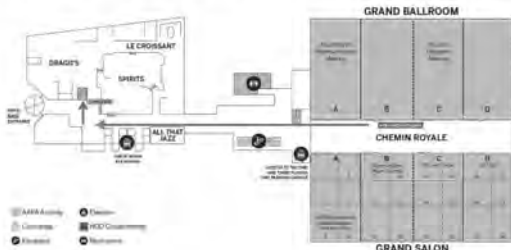
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**Step 1:** Use the escalators from the First Floor Lobby to get to the Second Floor main hotel lobby.

HILTON NEW ORLEANS RIVERSIDE, FIRST FLOOR




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### Where to be Sunday

- 8:00 AM - 11:00 PM: Reference Committee Hearings
- 11:00 PM - 12:00 PM: Meet the Candidates
- 12:00 PM - 1:15 PM: Lunch
- 1:15 PM - 3:45 PM: Reference Committee Hearings
- 4:00 PM - 5:30 PM: Conference Opening General Session (Ernest N. Morial Convention Center)
- 6:00 PM - 7:30 PM: Reference Committee Hearings (if needed)




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*Where to be Monday*

- 7:00 AM: Reference Committee Reports available in the HOD meeting room. Available sooner online – [www.aapa.org/hod](http://www.aapa.org/hod)
- 8:00 AM - Noon?: General Session II
  - House Elections
    - The House floor will be closed at 8:05 AM
    - Must be seated on the floor at that time to vote
  - Reference Committee Reports
  - Additional New Business
  - Adjourn (when all business is completed)



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*General Sessions*

Process



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*General Session I*

- Call to Order and Presentation of the Colors
- Welcome from the Tennessee Chapter
- Presentation of Agenda
- Reports
- Nominations for Nominating Work Group
- Acceptance of Resolutions
- Extractions from the Consent Agenda
- Acceptance of the Consent Agenda
- Referral of extracted resolutions to Reference Committees



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### *Consent Agenda/Extraction*

- You get to pick what goes to the Reference Committees (RefCom)
- Consent agenda:
  - Contains resolutions and policies due to expire
  - Only a single request is needed to extract an item
  - No debate allowed
  - Cannot be refused
  - Extracted items go to RefCom for hearing
  - All resolutions NOT extracted become policy




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### *Please don't extract an item you like!*

Extraction should never be used to show support for a resolution—the resolution will automatically become policy if it is not extracted!

If you extract an item, please be prepared to speak to it during the RefCom Hearing




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### *Testimony*

#### **Offering testimony**

- Approach the microphone
- Wait until you are recognized by the Chair
- Identify yourself by:
  - Name
  - Delegation or affiliation




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### *Testimony*

#### **Offering testimony**

- State whether you are speaking 'pro' or 'con' to the resolution
- No motions in hearings, but suggestions welcome
  - The Reference Committee Chair will likely ask you to put your suggestion in writing
- You will have 5 minutes the first time you speak and 3 minutes for rebuttal as needed




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### *Reference Committee Deliberations*

- After a reference committee hearing, the reference committee will go into deliberations
- Review the testimony from the hearings based on the preponderance of the testimony
- Doing their best to determine

#### *"The Will of the House"*

- Summarize the testimony in a formal report
- Make recommendations to the House




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### *Reference Committee Reports*

- Reports will be available by 7 AM on Monday morning
- Electronic copies available on the HOD Web page – [www.aapa.org/hod](http://www.aapa.org/hod)




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### *Prepare for General Session II*

- Read Reference Committee reports **before** session, discuss any questions or issues with your delegation
- Be ready for extraction process
- Prepare your new testimony to be heard on extracted resolutions




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### *Policy Making Flow*

Begin General Session II  
 Consent Agenda/Extraction  
 Reference Committee Recommendations  
 Discussion  
 Amendments  
 Vote on Amendments  
 Vote on Main Motion




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### *Reference Committee Reports*

- All resolutions from RefCom become the new consent agenda.
- Must **extract** to be able to debate
- After extraction, remaining resolutions immediately accepted en bloc
- *If left on Consent Agenda, Ref Com recommendation becomes the action of the House.*




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### Reference Committee Recommendations

#### Recommendations

- Mister Speaker, the committee recommends the adoption of Resolution 2022-A-01
- Mister Speaker, the committee recommends rejection of Resolution 2022-A-01

#### Action

- Mister Speaker, the committee requested of the speaker that Resolution 2022-A-01 be divided into two (or more) resolutions and this was granted.

#### Motions

- Mister Speaker, the committee moves that Resolution 2022-A-01 be amended as follows:
- Mister Speaker, the committee moves that Resolution 2022-A-01 be referred to the appropriate body for its consideration and that its recommendation on this resolution be submitted to the (HOD OR Board of Directors) by (date).
- Mister Speaker, the committee moves that Resolution 2022-A-01 be tabled indefinitely with the intent that the resolution dies at the end of the meeting
- Mister Speaker, the committee moves that Resolution 2022-A-01 be postponed indefinitely to (specific time).




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### New Testimony

- Extracted resolutions will be read by the reference committee chair with the RefCom recommendation
- **New** testimony to the main motion can be heard at this time
- Amendments can be made as well




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### Making Amendments

- Know parliamentary procedure and standing rules...
  - Used to facilitate the process, not confuse or restrict
  - A summary of parliamentary procedure was included in your House materials for easy reference
  - Mentors on the floor and near the computers in the back of the House can help
- Motions must be submitted electronically to the tellers in the back of the House – Please do this **before** speaking!




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### *Making Amendments*

- You will be given a number associated with your amendment so the House can see your amendment on the screen
- Approach the microphone to be recognized by the Speaker – when recognized, give your name and constituency, then offer your amendment with its number to project on the screen




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### *Making Amendments*

- Amendments must be voted up or down
- 2<sup>nd</sup> order amendments must be decided before another amendment can be considered
- Once all amendments have been addressed, the body must vote on the main motion




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### *Practice*

The reference committee recommends rejection of a resolution.

1. What do you do if you agree with the recommendation to reject?  
Answer: Leave the resolution on the consent agenda

2. What do you do if someone pulls the resolution, and you still want to reject?

Answer: participate in the debate and if still don't like it Vote No when a vote is called on the main motion

3. What do you do if you don't agree with the reference committee's recommendation to reject?

Answer: Pull the resolution from the consent agenda, testify as to why you want the main motion to pass, vote yes on the main motion




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*...and when it's all done*





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*Responsibilities After the Meeting*

**Communicate the actions of the HOD to your constituents**






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# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### **Bringing Closure: The Qualified, Debatable Motion to Adjourn**

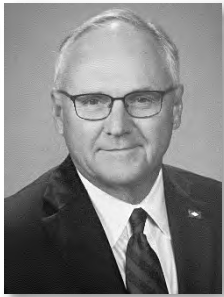
Intermediate | 9:00 a.m.-10:15 a.m. | Galleria

## OVERVIEW

A case study on using the debatable motion to adjourn as an effective means to identify the will of the majority, to protect the rights of the minority, and to avoid any appearance of heavy-handedness in maneuvering a high-profile meeting to a successful and satisfactory conclusion.

## PRESENTER

**Finos B. Johnson, RP**



Finos B. “Buddy” Johnson serves as Parliamentarian and Coordinator of Legislative Services for the Arkansas House of Representatives. He began working for the House in 1985 and became Parliamentarian in 2012.



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### **Committees Are Crucial!**

Intermediate | 9:00 a.m.-10:15 a.m. | Grand Ballroom II

## OVERVIEW

Committees play a crucial role in getting things done. Work can be divided up, discussion can be focused, and stakeholders can be represented. To be effective, committees must be structured correctly within the authority of the organization. The role of the committee must be clear. The members must know their duties, and how to work effectively in a committee as a member or chair. In this workshop, we will cover the material in Domain 4, Leader Section of the NAP Body of Knowledge, and the Committees Section of the Registered Parliamentarians Performance Expectations. Whether you really enjoy or dislike committees, there will be something in this workshop for you!

## PRESENTER

**Carl Nohr, PRP**



Carl Nohr, PRP, joined NAP in 2013 and became a PRP in 2018. He has served on many committees as a member and as a chair. He is excited to share what he has learned about effective committees in the context of *RONR*. He loves questions and discussion, so join him for a lively workshop on an important subject.



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### **What Parliamentarians Need to Know about Homeowner & Condominium Associations**

Intermediate | 9:00 a.m.-10:15 a.m. | Grand Ballroom I

## OVERVIEW

Thinking about serving as parliamentarian to a homeowner or condominium association? What you don't know could hurt you (and your client)! Join attorney and PRP Jim Slaughter for a discussion of how community associations (HOAs/condos) are different than other types of organizations, including governing documents, statutes, and danger areas to avoid.

## PRESENTER

**Jim Slaughter, PRP**



Jim Slaughter is an attorney, Professional Registered Parliamentarian, Certified Professional Parliamentarian, and past President of both the American College of Parliamentary Lawyers and the College of Community Association Lawyers. He is author of four books on meeting procedure, including two published in 2022—"Robert's Rules of Order Fast Track" and "Notes and Comments on Robert's Rules, Fifth Edition." Jim has advised countless community associations and has served as Parliamentarian to many of the largest associations in the country.

# What Parliamentarians Need to Know about Homeowner & Condominium Associations

Jim Slaughter, JD, PRP, CPP-T

**Community Association:** a residential development in which the owner is bound to membership in an organization by a set of governing documents that require adherence to a set of rules and payment of assessments. Membership automatic upon purchase of a dwelling and is not voluntary.

## Types of Community Associations:

1. Homeowner Associations/Planned Communities
2. Condominiums
3. Cooperatives

## Community Association Statistics<sup>1</sup>:

- 29% percent of U.S. population resides in a community association
- 1970 - 10,000 community associations in U.S. with 2.1 million residents  
2021 - 358,000 community associations in U.S. with 74.2 million residents
- 67% of homes completed and 78% of homes built for sale in a community association
- 2,500,000 elected board members and appointed committee members
- 98,500,000 volunteer hours of service annually by association board and committee members

## Top 5 Community Association States:

1. California – 50,010
2. Florida – 49,420
3. Texas – 21,680
4. Illinois – 19,010
5. North Carolina – 14,440

## Procedural Rules May Be In:

- State Statute
- Declaration; Covenants, Conditions and Restrictions; CCR's; Restrictions
- Corporate Charter; Articles of Incorporation; Certificate of Incorporation
- Bylaws

For more information, visit the following articles at [www.jimslaughter.com](http://www.jimslaughter.com):

- [\*Community Associations and the Parliamentarian\*](#)
- [\*Community Association Statutes and Procedures\*](#)
- [\*Community Associations - 10 Meeting Myths\*](#)
- [\*Community Associations and Parliamentary Procedure\*](#)
- [\*Running A Darn Good Meeting: What Community Associations Need to Know About Parliamentary Procedure\*](#) (2015 Community Association Law Seminar "Best Manuscript Award")
- [\*Websites Related to Community Associations\*](#)

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<sup>1</sup> All Statistics from the Foundation for Community Association Research (<https://foundation.caonline.org>)  
44th NAP Biennial Convention September 8-10, 2023

# Statutes and Procedures of Community Associations

*Jim Slaughter, JD, PRP*

*Editor's note: Jim Slaughter previously authored "Community Associations and the Parliamentarian," which appeared in the First Quarter 2000 NP. That article was an introduction for parliamentarians to the language and disputes of community associations. This follow-up article explores the statutes and procedures governing community associations.*

AS A PARLIAMENTARIAN, you will likely be called upon at some point to assist a community association. According to the Community Associations Institute ("CAI"), over 51 million Americans live in association-governed communities.<sup>1</sup> Some 9,000–11,000 new community associations are formed each year, and more than four in five housing starts during the past 5–8 years have been built as part of a community association. Given such statistics, the number of community association meetings must be astronomical—think of all those associations multiplied by one annual meeting, occasional special meetings, monthly board meetings, and regular meetings of committees. As a result, it is worth the effort to learn what community associations are (and are not), how they are organized, and some of the unusual statutes and procedures that govern them.

## What Are Community Associations?

There are many different types of community associations, and terms can vary between states. For instance, a "common interest development" ("CID") in California would likely be called a planned unit development ("PUD") in Georgia, or a "homeowners association" ("HOA") in North Carolina.<sup>2</sup> The umbrella term "community association" simply means a real estate development in which the owners are bound to membership in an organization by a set of governing documents that require adherence to a set of rules and, often, the payment of

assessments. This term encompasses homeowners associations, condominiums, cooperatives, planned unit developments, and townhouses. Membership in the community association is automatic upon purchase of the property. Unlike other associations parliamentarians often serve, community associations are *not* voluntary.

A parliamentarian assisting such organizations should have at least a general understanding of the differences between types of community associations. In a "condominium" a person owns an individual unit and is a joint owner of the common elements. (As a result, the condominium association does not own any common property, even though it exerts powers over it.) In a "homeowners association" a person owns an individual unit, while the homeowners association owns the common areas. In a "cooperative" a corporation owns all units and common areas, and a lease gives rights of occupancy to individual units.

The term "property owners association" is at times loosely used in place of "community association." More properly, however, the phrase "property owners association" is restricted to an association composed of vacant lots, rather than finished dwelling units. Large community associations can be layered, with a "master" association comprised of "subassociations" of condominium, homeowner, or property owner associations.<sup>3</sup>

## Origins and Uniform Acts

Because community associations are largely creatures of statute, specific community association issues will vary from state to state as the result of variations in state statutes. To complicate matters further, whether or not a specific statute applies to a community association may depend on when the association was formed. (State statutory schemes often provide that some or all of

the statutes do not apply to communities created before adoption of the statute.) Despite these potential differences, a general understanding of the genesis of these associations and governing statutes is useful.

The concept of community associations is not new and can be traced to the 1800s. However, use of this type of ownership was fairly limited until 1961, when the Federal Housing Administration (FHA) began providing mortgage insurance and Chicago Title and Trust began offering title insurance for condominiums. By 1967 every state had adopted some form of condominium statute.<sup>4</sup> In an effort to bring uniformity to the many state statutes, the National Conference of Commissioners on Uniform State Laws published the Uniform Condominium Act (“UCA”) in 1977. Subsequently, the Uniform Planned Community Act (“UPCA”) was created in 1980, with the intent of bringing the same type of uniformity to laws regarding other planned communities. The broader Uniform Common Interest Ownership Act (“UCIOA”) was promulgated in 1982 (and amended in 1995) with the intent of superseding the UCA, UPCA, and the Model Real Estate Cooperative Act.<sup>5</sup>

These uniform acts—the “UCA,” the “UPCA,” and the “UCIOA”—are often referenced in the community association world. However, it is important to note that none of these documents bind anyone. As “uniform” acts, the Conference intended for states to use these models when writing statutory schemes, but none of the uniform acts are binding by themselves. At present, many states have adopted some version of a condominium act and also some version of either the UPCA or the UCIOA. Although the UCA, UPCA, and UCIOA are simply authoring guides, they are worth reviewing in that many unusual procedures in community associations have their origins in these statutory models. All three model acts are available online.<sup>6</sup>

## State Statutes

Without question, parliamentarians must be aware of the actual state statutes governing a particular association. Statutory wording frequently alters the standard parliamentary response to a given situation.

For instance, statutes often modify the general rules concerning quorum. As with many non-profit corporation statutes, the UPCA and UCIOA provide that if a quorum is established at the beginning of a meeting, the quorum remains regardless of how many members leave: “Unless the bylaws provide otherwise, a quorum is present throughout any meeting of the association if persons entitled to cast [20] percent of the votes which may be cast for election of the executive board are present in person or by proxy at the beginning of the meeting.”<sup>7</sup> Many states, however, have altered this uniform language even further. For instance, the North Carolina Condominium Act quotes the UPCA language verbatim.<sup>8</sup> However, the North Carolina Planned Community Act reduces the required percentage to ten percent (10%).<sup>9</sup> The N.C. Planned Community Act then provides that in the event a quorum is not present at a meeting, the meeting can adjourn to another date, at which time the quorum requirement “shall be one-half of the quorum requirement applicable to the meeting adjourned for lack of a quorum.”<sup>10</sup> This quorum-reducing provision continues from meeting to meeting “until such time as a quorum is present and business can be conducted.”<sup>11</sup>

State statutes also often tinker with the quorum for board meetings. Under general parliamentary law, the quorum for a board meeting is a majority (“more than half”) of the membership.<sup>12</sup> The UCIOA (§ 3-109(b)) and some state statutes define the quorum of a planned community executive board as fifty percent (50%) of the members—a number which is different than and may be smaller than a majority, depending on the number of members.<sup>13</sup> In addition, slight differences in statutory wording can alter board

quorum requirements depending on whether quorum is based on the number of directors in office or the number of director positions (as these numbers may be different).

Further, some community association statutes remove quorum requirements altogether for certain actions. For instance, the UPCA mandates a “budget ratification meeting” at which the proposed budget is presented to unit owners. “Unless at that meeting a majority of all the unit owners or any larger vote specified in the declaration reject the budget, the budget is ratified, *whether or not a quorum is present.*”<sup>14</sup>

### Governing Documents

In addition to statutory language, parliamentarians serving community associations must be aware of multiple governing documents. Governing documents for community associations may include: (1) Covenants, Conditions and Restrictions, (3) corporate charter, (4) constitution and/or bylaws, and (5) parliamentary authority.

**Covenants, Conditions and Restrictions (Declaration).** The Covenants, Conditions and Restrictions (CCRs) (sometimes referred to as the “Declaration,” the “Restrictions,” the “Declaration of Condominium,” or the “Master Deed”) may be the most important document governing a community association. CCRs are created prior to the development of the community association and are recorded with other real estate documents in the same manner as a deed. The purpose of the CCRs is to establish rules for living within the association. Although CCRs vary by association, such restrictions may cover anything from forbidding pools and out-buildings to detailing appropriate paint colors and flowers. CCRs may also contain restrictions as to the board’s size and method of election as well as meeting procedures.<sup>15</sup>

CCRs *cannot* be violated. After all, the CCRs are a legal and binding contract by anyone who chooses to purchase property within the planned community. Also, unlike statutes which

often only provide minimum standards, CCRs are typically worded in terms of what “must” or “shall” be done. As a result, parliamentarians serving community associations *must* be aware of the contents of the CCRs (and any subsequently adopted and filed “supplemental Declaration” or “amendment to Declaration” that may alter the original provisions).

Parliamentarians should also be aware of the difficulty in amending CCRs. Some CCRs require a 100% vote of all unit owners to amend (an almost impossible requirement). Other acts provide for a floating vote requirement depending on the nature of the amendment. While an amendment that changes the boundaries or uses of a unit may require the unanimous consent of all unit owners, other types of amendment may require approval by some other percentage of the owners.<sup>16</sup>

Due to these high vote requirements, amendments to CCRs are often adopted *outside* of meetings by agreements, rather than votes. For example, the Uniform Planned Community Act (“UPCA”) and the Uniform Common Interest Ownership Act (“UCIOA”) provide that the declaration “may be amended only by vote *or agreement* of unit owners of units to which at least [67] percent of the votes in the association are allocated . . . .”<sup>17</sup> Similar provision is made for terminating a planned community, which can be accomplished “by agreement of unit owners of units to which at least 80 percent of the votes in the association are allocated.”<sup>18</sup> Certainly, such votes could be taken at an association meeting. However, potential problems at such a meeting are legion: even a unanimous vote by those at the meeting might not be enough to adopt the motion (because the vote is based on the total number of unit owners and not those attending the meeting); quorum rules must be followed; proxies must be recognized; and motions raised at the meeting may further complicate the issue. Rather than attempt such a vote, a simpler solution is to opt for avoiding a meeting altogether. Instead, obtain the “agreement of unit owners”

by canvassing the association and obtaining the written consent of the required percentage of members.

**Corporate charter.** Not all community associations incorporate. For instance, in Virginia the practice is not to incorporate condominium associations on the theory that the condominium statute provides all necessary protections and guidelines.<sup>19</sup> If incorporated, the corporate charter (sometimes called “articles of incorporation” or “certificate of incorporation”) establishes the association as a corporation (either nonprofit or for-profit) and contains the information needed for incorporating in that state.

**Constitution and/or bylaws.** The constitution and/or bylaws contain the basic rules relating to the community association as an organization. *RONR* examines the composition and interpretation of bylaws in detail.<sup>20</sup> The bylaws cannot conflict with applicable statutes, the CCRs, or the corporate charter.

**Parliamentary Authority.** The parliamentary authority is the manual of parliamentary law adopted as rules of order by the community association (often in the bylaws). A few states provide specific statutory guidance to community associations on what meeting procedures should be followed. For instance, a Hawaii statute governing planned community associations provides that “All association and board of directors meetings shall be conducted in accordance with the most current edition of Robert’s Rules of Order, Newly Revised.”<sup>21</sup> Similarly, an Oregon statute provides that for planned communities, “Meetings of the association and the board of directors shall be conducted according to the latest edition of Robert’s Rules of Order published by the Robert’s Rules Association.”<sup>22</sup> A California statute governing community associations is somewhat less specific, providing that: “Meetings of the membership of the association shall be conducted in accordance with a recognized system of parliamentary procedure or any parliamentary procedures the association

may adopt.”<sup>23</sup>

In contrast to these specific provisions, most states have no statutory language on the procedures to be followed by community associations. In the absence of a parliamentary authority prescribed in the bylaws, the association may adopt a parliamentary authority for a meeting with previous notice and a two-thirds vote (or without notice, by a vote of a majority of the entire membership).<sup>24</sup>

## Governing Authority Conflicts

While many procedural issues in community associations can be resolved by resort to a parliamentary authority, more complicated problems often arise due to conflicts among governing authorities. At times, there are even conflicts within the applicable statutes themselves. For instance, the UPCA provides that “the [community] association shall be organized as a profit or non-profit corporation [or as an unincorporated association].”<sup>25</sup> As a result, it is possible for state statutory provisions governing planned communities to conflict with similar provisions for profit or non-profit corporations, such as quorum, notices of meetings, votes required, or proxies. The UCIOA attempts to deal with this issue by noting that, “The principles of law and equity, including the law of corporations [and unincorporated associations] . . . supplement the provisions of this [Act], except to the extent inconsistent with this [Act].”<sup>26</sup>

In addition to all such pertinent statutes, community association parliamentarians must also be aware of the wording of the multiple governing documents discussed above as well as the potential for conflict between documents, including the:

- declaration; declaration of covenants, conditions, and restrictions (CCRs); declaration of condominium; master deed
- supplemental declaration
- articles of incorporation (for-profit or non-profit); corporate charter; certificate of incorporation

- constitution
- bylaws (if separate from the constitution)
- parliamentary authority
- board resolutions

Conflicts between these various governing documents can at times be difficult to reconcile. Without question, some governing documents are weightier than others. For instance, the UCIOA provides as follows: “In the event of a conflict between the provisions of the declaration and the bylaws, the declaration prevails except to the extent the declaration is inconsistent with the [Act].”<sup>27</sup> Other conflicts may be harder to reconcile. For instance, which document governs if the articles of incorporation adopted by the board conflict with the declarations adopted by the unit owners?

At times, the governing documents may delineate a hierarchy among themselves. In addition, general principles of interpretation in RONR may be of assistance (e.g., a general statement or rule is of less authority than a specific statement or rule and yields to it; more current documents take priority over earlier versions; when a provision is susceptible to two meanings, one of which conflicts with or renders absurd another provision and the other meaning does not, the latter must be the true meaning; etc.).<sup>28</sup> Unlike other disputes involving the meaning of legal documents, “intent” of the original parties may carry little weight in the association context. After all, the documents were likely drafted by or on behalf of the developer, who may be difficult to locate in older developments and whose intent may bear little relationship to the present situation.

## Conclusion

With history as a guide, the number of community associations will continue to flourish. These developments represent a huge potential market for parliamentary advice. In addition, over 1.5 million volunteers serve on the boards and committees of community associations in the United States. These members would benefit

from attending parliamentary classes or joining a parliamentary organization, such as NAP. However, to better serve these organizations, parliamentarians must become more familiar with the structure of community associations and the procedures that govern them.

## Notes

1. All community association statistics are from the Community Associations Institute (CAI) Web site at [www.caionline.org](http://www.caionline.org).
2. Wayne S. Hyatt, *Condominium and Homeowner Association Practice: Community Association Law (Third Edition)* § 1.06 at 13 (2000).
3. Hyatt § 1.06(c)(5) at 21.
4. Hyatt § 1.05(b) at 11.
5. *Introduction to Uniform Common Interest Ownership Act (1994)* available at Web site of the National Conference of Commissioners on Uniform State Laws ([www.nccusl.org](http://www.nccusl.org)).
6. The uniform acts can be obtained online using Web search engines or through the Web site links under “Resources” at [www.jimslaughter.com](http://www.jimslaughter.com).
7. UPCA § 3-109; UCIOA § 3-109.
8. N.C.G.S. § 47C-3-109 (2004).
9. N.C.G.S. § 47F-3-109(a) (2004).
10. N.C.G.S. § 47F-3-109(c) (2004).
11. N.C.G.S. § 47F-3-109(c) (2004).
12. *See RONR (10th ed.)* § 40 (p. 335).
13. *See* N.C.G.S. § 47C-3-109(b) and 47F-3-109(b).
14. UPCA § 3-103 (emphasis added); *see also* UCIOA § 3-103(c).
15. The Uniform Act provides that the “declaration may contain any other matters the declarant deems appropriate.” UPCA § 2-105(b).
16. UPCA § 2-117.
17. UPCA § 2-117(a); UCIOA § 2-117 (emphasis added).
18. UPCA § 2-118; *see also* UCIOA § 2-118.
19. Hyatt § 1.06(d)(2)(A) at 24.
20. *See RONR (10th ed.)* §§ 2, 56-57.
21. Haw. Rev. Stat. § 421J-6 (2003).
22. Or. Rev. Stat. § 94.657 (2003).
23. Cal. Civil Code § 1363(d)(2004).
24. *RONR (10th ed.)* § 2 (p. 17).
25. UPCA § 3-101.
26. UCIOA § 1-108.
27. UCIOA § 2-103(c).
28. *See RONR (10th ed.)* § 56 (p. 570).

*Jim Slaughter, JD, PRP, CPP-T is president of the law firm of Forman Rossabi Black, P.A. He has served for the past two years as a Distinguished Faculty member of the Community Association Law Seminar of the Community Associations Institute. Jim's Web site at [www.jimslaughter.com](http://www.jimslaughter.com) contains many articles and charts on meeting procedure.*

*For reprints of this and other articles from the National Parliamentarian®, contact the National Association of Parliamentarians at (888) NAP-2929, or by e-mail at [hq@nap2.org](mailto:hq@nap2.org). The NAP Web site is at [www.parliamentarians.org](http://www.parliamentarians.org).*

# Community Associations and the Parliamentarian

*James H. Slaughter, PRP*

“O BRAVE NEW WORLD that has such people in it!” These words from Shakespeare’s *The Tempest* aptly describe community associations. For parliamentarians, community associations represent a brave new world of opportunity. Statistics from the Community Association Institute (CAI) reveal that the number of community associations has ballooned from 500 in 1965 to more than 205,000 today.<sup>1</sup> Forty-two million Americans live within community associations. Fifty percent of all new development in metropolitan areas is within community associations. Some 6,000–8,000 new community associations are created each year.

Although a tremendous opportunity for service, community associations are foreign to many parliamentarians. Parliamentarians venturing into this area must become familiar with the language of community associations, complex governing authorities, and some unique problems affecting community associations.

## What Are Community Associations?

A “community association” is a residential development in which the owner is bound to membership in an organization by a set of governing documents that require adherence to a set of rules and, often, the payment of assessments. Membership in the community association is automatic upon purchase of a dwelling. Unlike other associations parliamentarians serve, community associations are not voluntary.

Various terms are used to describe the types of community associations (and definitions vary by state). In a “condominium” a person owns an individual unit and is a tenant and common owner of the common elements. In a “planned community” a person owns an individual unit while a corporation holds title to the common areas. In a “cooperative” a corporation owns all

units and common areas and a lease gives rights of occupancy in a unit. Other terms for particular community associations include townhouses, detached single family residences, homeowners associations, and master associations. According to CAI the most popular architectural styles of community associations include townhouses (42%), detached single family residences (18%), and mid-high rise buildings (23%).

## Governing Documents

Parliamentarians serving voluntary associations must typically focus on only the constitution (if applicable) and bylaws. The community association parliamentarian, however, must be aware of multiple governing documents as well as the potential for conflict between these documents. Governing documents for community associations include (1) statutes, (2) covenants, conditions, and restrictions, (3) articles of incorporation, (4) constitution and/or bylaws, and (5) parliamentary authority.

## Statutes

Statutes may govern many procedural aspects of community associations, including notice and meeting requirements. Unfortunately, a parliamentarian can have a difficult time deciding which statutes apply, if any. Condominium acts have existed in many states for some years governing solely condominiums. However, condominium acts traditionally do not govern either homeowners associations or townhouses. As a result, other types of community associations have in the past incorporated and become subject to their state’s non-profit corporation statutes.

A more recent development is the enactment of “planned community acts” to govern all community associations. These acts typically

exclude condominiums if there is already a condominium act. In addition, such statutes do *not* govern community associations created before the adoption of the statutes in most cases (unless the community association chooses to be subject to the act).<sup>2</sup>

Statutes governing community associations often alter the standard procedures regarding quorum, voting, and proper meetings. Statutes often define a quorum as a specified percentage of members that may be as low as 10 percent of unit owners (the Uniform Planned Community Act recommends a quorum of 20 percent for association meetings and 50 percent for board meetings).<sup>3</sup> Statutes often provide that once a quorum is present at a meeting, the quorum remains throughout the meeting regardless of how many members leave.<sup>4</sup> Some planned community acts provide that if a meeting is unable to convene due to a lack of quorum, any subsequent adjourned meeting will only require a quorum of one-half the original quorum.<sup>5</sup>

Statutes often include elaborate procedures for proxy voting and cumulative voting. These provisions may govern the community association even if the bylaws and other governing documents are silent as to voting.

Traditional meeting practices can also be modified by statute. Statutes often permit boards of directors to meet by telephone whether or not such language is included in the bylaws. Decisions by any means (including facsimile, e-mail, or calling each board member individually) may be valid by statute if later put in writing and signed by all board members.

### **Covenants, Conditions, and Restrictions (Declaration)**

The Covenants, Conditions and Restrictions (CCR's) (sometimes referred to as the "Declaration") may be the most important document governing a community association. CCR's are created before the development of the community association and are recorded with other real estate documents in the same manner as a

deed. The purpose of the CCR's is to establish rules for living within the association. Although CCR's vary by association, such restrictions may cover anything from forbidding pools and out-buildings to detailing appropriate paint colors and flowers. CCR's may also contain restrictions as to the board's size and method of election as well as meeting procedures.<sup>6</sup>

CCR's *cannot* be violated. After all, the CCR's are a legal and binding contract by anyone who chooses to purchase property within the planned community. Also, unlike statutes which often only provide minimum standards, CCR's are typically worded in terms of what "must" or "shall" be done. As a result, parliamentarians serving community associations must be aware of the contents of the CCR's. One community association elected six members of the board of directors based on the language of the bylaws. Association leaders later realized that the CCR's only provided for five members and had to hold another election.

Owners in community associations are often not aware of the CCR's control over their lives. CAI surveys suggest that 13 percent of community association owners learn of the restrictions at closing. Even worse, 31 percent of community association owners learn of CCR provisions *after* moving into their unit. Another study found that 62 percent of those surveyed knew of someone who was unaware of the restrictions when they moved to the premises.

Parliamentarians should also be aware of the difficulty in amending CCR's. Some CCR's require a 100 percent vote of all unit owners to amend (an almost impossible requirement). The Uniform Act recommends a floating vote requirement depending on the nature of the amendment. While an amendment that changes the boundaries or uses of a unit requires the unanimous consent of all unit owners, other types of amendment only require the consent of 67 percent of unit owners.<sup>7</sup> Approximately one-third of community associations require a

three-fourths vote of all unit owners to amend the CCR's.

### **Corporate Charter**

The corporate charter (sometimes called “articles of incorporation” or “certificate of incorporation”) contains the information needed for incorporating under the laws of that particular state. Because not all community associations incorporate, there may or may not be a corporate charter.

*Robert's Rules of Order Newly Revised (RONR 1990)* states that, “The corporate charter supercedes all its other rules, none of which can legally contain anything in conflict with the charter” (*RONR 1990*, p. 11). However, the corporate charter in a community association is subsidiary to and cannot conflict with applicable statutes or the CCR's.

### **Constitution and/or Bylaws**

The constitution and/or bylaws contain the basic rules relating to the community association as an organization. *RONR 1990* examines the composition and interpretation of bylaws in detail.<sup>8</sup> The bylaws cannot conflict with applicable statutes, the CCR's, or the corporate charter.

### **Parliamentary Authority**

The parliamentary authority is the manual of parliamentary law adopted (often in the bylaws) by the community association as rules of order. Few state statutes mandate that a parliamentary manual be adopted.<sup>9</sup> As a result, many community association bylaws do not provide for any parliamentary authority. In the event no parliamentary authority is prescribed in the bylaws, the association at a meeting may adopt a parliamentary authority for that meeting with previous notice and a two-thirds vote (or without notice a vote of a majority of the entire membership).<sup>10</sup>

These numerous governing authorities may conflict and lead to confusion in the context of community associations. For instance, the legal

counsel in a recent homeowners' association election in Florida refused to tally write-in ballots in an annual election, changing the outcome of the election. All major parliamentary authorities permit write-in ballots, and bylaws rarely limit an election solely to nominated candidates. However, the attorney argued that state community association law permitted candidates to nominate themselves, so that all ballots with write-in candidates were disqualified.

### **Conflict in Community Associations**

In addition to unusual governing documents, community associations present other unusual problems. Parliamentarians are often surprised at the level of conflict in community association meetings.

According to Michael Van Dyk in “Homeowner Associations: Wild West for Parliamentarians” (*National Parliamentarian*, Third Quarter, 1995), community association board meetings “can be a nightmare for any civilized, law-abiding citizen.” Actual instances are given of cursing matches, fist fights, broken bones, and thrown furniture. Van Dyk describes a condominium owner who had a knife held to her throat. According to the *Florida Press Journal* (March 6, 1999), a condominium owner allegedly shot and killed another owner at a condominium association meeting over a dispute concerning a garden hose.

The types of issues regulated by community associations can also contribute to disputes. Several lawsuits may be lurking behind any community association decision. One annual meeting I assisted had five lawyers attending in a formal capacity (two representing the association, two representing a dissident member, and one representing the developer). Two video cameras and a court stenographer recorded the entire meeting.

Some authors suggest that ulterior motives may add to friction in the community association context. Van Dyk notes that many community association leaders have the highest motives

and altruistic reasons for their service. However, he describes some leaders as “corrupt, arrogant mini-dictators, living off fat kickbacks from big maintenance contracts.” Van Dyk makes reference to a New York investigation in which eighty association managers and presidents were arrested for bribery, kickbacks, and extortion.

While conflict and emotions are not the primary focus of parliamentary procedure, such concerns could impact the conduct of community association meetings. A parliamentarian serving a community association should make every effort to determine in advance the potential impact of personalities and emotions upon an orderly meeting. In such a setting a working knowledge of the dynamics of conflict and techniques for managing conflict may also be desirable.

## Conclusion

Without question, community associations could benefit from the assistance of skilled parliamentarians. Annual meetings and board meetings would be shorter and more efficient by an adherence to proper meeting procedures. More than one million volunteers serve on boards and committees of community associations in the United States. These volunteers represent potential members of parliamentary organizations and students at parliamentary workshops. However, parliamentarians must become better aware of the language, authorities, and problems of community associations if we are to succeed in this brave new world.

6 The Uniform Act provides that the “*declaration may contain any other matters the declarant deems appropriate.*” Uniform Planned Community Act § 2-105(b).

7 Uniform Planned Community Act § 2-117.

8 See RONR 1990 §§ 2, 55-56.

9 See e.g., California Code § 1363 which provides: “*Meetings of the membership of the association shall be conducted in accordance with a recognized system of parliamentary procedure or any parliamentary procedures the association may adopt.*”

10 RONR 1990 § 2 (p. 17).

*Jim Slaughter regularly assists community associations as a parliamentarian and is one of only several attorneys in the country who is both a Professional Registered Parliamentarian and a Certified Professional Parliamentarian-Teacher.*

*His Web site at <[www.jimslaughter.com](http://www.jimslaughter.com)> contains many articles and helpful hints on meeting procedure.*

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1 All community association statistics are from the Community Associations Institute (CAI) Web site at <[www.caionline.org](http://www.caionline.org)>.

2 See e.g., N.C.G.S. § 47F-1-102 (“*Any planned community created prior to the effective date of this Chapter may elect to make the provisions of this Chapter applicable to it by amending its declaration to provide that this Chapter shall apply to that planned community.*”)

3 Uniform Planned Community Act § 3-109.

4 Uniform Planned Community Act § 3-109.

5 See e.g., N.C.G.S. § 47F-1-110.



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### Author's Corner

All Levels | 10:45 a.m.-12:00 p.m. | Grand Ballroom I

## OVERVIEW

Join us as NAP presents Authors' Corner with a once in a lifetime opportunity to take part in a roundtable discussion with Nancy Sylvester, MA, PRP, CPP-T, and Jim Slaughter, PRP, CPP-T, JD. The nationally known authors will share their thoughts on such subjects as why they began writing, who their target audiences are, tips on how to get published, how their works may be used in preparing for credentialing, and advice for aspiring authors. Attendees get an opportunity to purchase signed copy of their parliamentary educational materials that include:



Works by Jim Slaughter, PRP, CPP-T, JD

- *The Complete Idiot's Guide to Parliamentary Procedure Fast Track*
- *Notes and Comments on Robert's Rules*, Fourth Edition
- *Robert's Rules of Order Fast Track: The Brief and Easy Guide to Parliamentary Procedure for the Modern Meeting*
- *Notes and Comments on Robert's Rules*, Fifth Edition



Works by Nancy Sylvester, MA, PRP, CPP-T

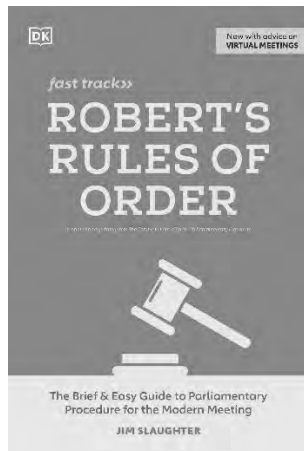
- *The Complete Idiot's Guide to Robert's Rules*
- *Guerrilla's Guide to Robert's Rules*

## PRESENTERS

Jim Slaughter, PRP, Nancy Sylvester, PRP, and Moderator Kay Crews, PRP

## Recent Books by Jim Slaughter, JD, PRP, CPP-T

Jim has written four books on association meeting procedure, including two released last year updated for the new Robert's 12<sup>th</sup> Edition. Both have been selected by *Publisher's Weekly* as "Editor's Picks" and are available at traditional and online bookstores, including NAP's Bookstore and Amazon.



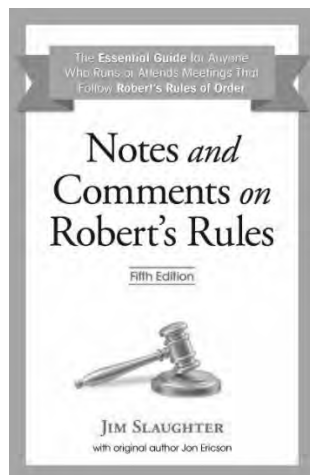
### Must-Have Advice on Running Effective and Organized Meetings

Easy, accessible, and to the point. *Robert's Rules of Order Fast Track* gives you everything you need to know to conduct shorter, fairer, and more orderly meetings. In this new and improved update, you'll find:

- The fundamentals of parliamentary procedure, with tips on knowing which rules to use for your meetings.
- Simple suggestions for making, seconding, and debating motions.
- A primer on voting, from knowing when it's required, to breaking ties, to handling absentee and proxy votes.
- Straightforward strategies for setting and sticking to an agenda plus efficiently and correctly recording your meeting's minutes.
- Tips for handling disruptive members and tyrannical chairs.
- All-new guidance on conducting the modern virtual meeting.

### Answers You Need Now about *Robert's Rules of Order*

*Notes and Comments on Robert's Rules, Fifth Edition*, makes *Robert's Rules of Order* an accessible and easy-to-use tool.



In this authoritative guide, you'll find questions and answers covering the most misused and asked-about provisions of *Robert's*, including those that apply to larger membership meetings. Other key features include:

- ✓ Simplified charts of parliamentary motions for quick reference.
- ✓ Updated page and paragraph references to the latest *Robert's*.
- ✓ Extensive discussion of electronic/virtual/hybrid meetings.
- ✓ Practical advice from decades of professional experience working with meetings ranging from small community association boards to conventions with 10,000 delegates.
- ✓ Discussions of why certain provisions are included in *Robert's*.
- ✓ A comparison of *Robert's* with other commonly used parliamentary manuals.
- ✓ Extensive notes exploring parliamentary differences and history, for those who want to know more.

*Notes and Comments on Robert's Rules* has received the Phiher Award from the Commission on American Parliamentary Practice, an affiliate of the National Communication Association.



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### Serving as a Floor Parliamentarian

Advanced | 10:45 a.m.-12:00 p.m. | Galleria

## OVERVIEW

Many of us understand the general role of the parliamentarian, which is to advise the presiding officer and the organization to make the best decision. But do we understand what the role of the floor parliamentarian is? This workshop will discuss what a floor parliamentarian is, how the job is different from the “traditional” parliamentarian, what expectations exist with the client, and professional responsibility considerations.

## PRESENTER

C.J. Cavin, PRP



C.J. Cavin is a licensed Oklahoma attorney and a credentialed and experienced parliamentarian. C.J. serves as the full-time Parliamentarian for the Oklahoma House of Representatives, assisting 101 Representatives and professional staff process legislation. Additionally, he advises the Presiding Officer during the daily sessions of the legislature and addresses conflicts that arise during deliberations.

C.J. is a Certified Parliamentarian-Teacher through the American Institute of Parliamentarians and a Professional Registered Parliamentarian through the National Association of Parliamentarians. C.J. is widely recognized as a leader in virtual meetings – not just best practices as a parliamentarian but also the necessary requirements that organizations must consider for their next virtual meeting.

He serves as the Chair of the Commission on Credentialing with the National Association of Parliamentarians, Parliamentarian for the American Institute of Parliamentarians, Vice-President for the American College of Parliamentary Lawyers, and president of the Oklahoma State Association of Parliamentarians. He also served on the authorship team for the *American Institute of Parliamentarians Standard Code, Second Edition*.



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### **Incidental Not Accidental**

Foundational | 10:45 a.m.-12:00 p.m. | Wilton

## OVERVIEW

This workshop will be an overview of the incidental motions and how, when, and when not to best use them.

## PRESENTER

**Johnine Clark, PRP**



Johnine is the principal of the Law Offices of Johnine Clark, P.A., founded in 1997, located in Greenbelt, Maryland. Johnine graduated from Iona College in 1984, with a degree in Political Science, prior to receiving her Juris Doctor from Georgetown University Law Center.

Johnine was recently elected to the Friends of the Greenbelt Museum Board of Directors and is spearheading a \$1,000,000 fundraising campaign for building expansion and renovation. She was recently appointed to both the Maryland State Bar Association's Solo and Small Firm Council, and Fee Dispute Resolution

Committee.

Since becoming a Professional Registered Parliamentarian in 2019, Johnine has been a member of the Sartwell-Tunstall Unit, Registered Parliamentarian Unit, District of Columbia Association of Parliamentarians, Maryland Association of Parliamentarians, and the National Association of Parliamentarians.

As a member of Sartwell-Tunstall, Johnine has been a member of the Nominations Committee and secretary for the Unit. As secretary, Johnine was able to implement a monthly newsletter and maintain accurate records on behalf of the Unit, while also being a support to the Unit committees. Johnine also served as member of the Audit Committee for the Registered Parliamentarians Unit.

Johnine is the current President of DCAP and served as a member of the Education and Registration Committee. As a member of NAP, Johnine was appointed by Immediate Past President Darlene T. Allen to the Minutes Review Committee.

Johnine is the immediate past Parliamentarian for Rho Mu Omega Chapter of Alpha Kappa Alpha Sorority, Incorporated, and provides parliamentary opinions to individuals and organizations on a regular basis.



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### **How to Have a Successful PRP Business.**

Advanced | 10:45 a.m.-12:00 p.m. | Chancellor

## OVERVIEW

This presentation covers the ins-and-outs of actually making money as a PRP. We will discuss marketing, price setting, customer service, getting repeat business and referrals, and how to turn your hobby into a business. If you already have a successful PRP practice, please come and share the benefit of your experience.

## PRESENTER

**Kirby Glad, PRP**



Kirby Glad, PRP, has served as Parliamentarian for over 14 years, as bylaws consultant, meeting parliamentarian, and as a professional presider, serving clients in five states.



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### **Suspending the Rules: When You Need To Do What They Say Can't Be Done**

Intermediate | 10:45 a.m.-12:00 p.m. | Grand Ballroom II

## OVERVIEW

When it is desired that the assembly take up a question or do something that would be in violation of a rule that applies, it can be proposed in some cases to Suspend the Rules to permit accomplishment of the desired purpose. This session will explain the Standard Descriptive Characteristics of the incidental motion to Suspend the Rules. It will also cover the rules that cannot be suspended as well as best practices for processing the motion. Real world examples will be used to help illustrate the lesson.

## PRESENTER

**Adam Hathaway, PRP**



Adam Hathaway, MPA, PRP, is the Parliamentarian and a Past President of the New Mexico State Association of Parliamentarians and the Albuquerque Parliamentarian Unit. Adam is serving his second two-year term as a Director-at-Large to the National Association of Parliamentarians Board of Directors. He also serves as Chief Executive Officer of the Masonic Charities Foundation of New Mexico and is a Past Grand Master of Masons in New Mexico. Adam has taught leadership and parliamentary procedure classes at the national, state, and local levels, both in person and virtually. His parliamentary clients include non-profit organizations, government agencies, boards and committees, and a federal credit union. He holds a Master's Degree in Public Administration and a Bachelor's Degree in Organizational Communication.



# 44th NAP Biennial Convention

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## WORKSHOP

### **Parliamentarian v. Lawyer: Presenting the Case for When an Organization Needs a Lawyer Rather Than a Parliamentarian**

Intermediate | 2:00 p.m.-3:15 p.m. | Grand Ballroom II

## OVERVIEW

ACPL President Michael Taliercio, JD, PRP, and Vice-President C.J. Cavin, JD, PRP, will make the case of when you need a lawyer or a parliamentarian. This workshop will discuss the roles of the parliamentarian and the lawyer, when the roles overlap, when parliamentarians need to consult legal counsel, and ethical considerations.

## PRESENTER

American College of Parliamentary Lawyers





# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### Google Classroom for Parliamentary Procedure

Intermediate | 2:00 p.m.-3:15 p.m. | Chancellor

## OVERVIEW

The workshop demonstrates how Google Classroom is used as a platform for teaching and mentoring members who are studying to attain a parliamentary credential.

## PRESENTER

Lucy H. Anderson, PRP



Lucy Anderson is an attorney, a Certified Parliamentarian-Teacher, (CP-T), a credential awarded by the American Institute of Parliamentarians (AIP), and a Professional Registered Parliamentarian, a credential of the National Association of Parliamentarians (NAP). For AIP, she has served as a member of the Board of Directors and as Chairman of the Bylaws and Standing Orders Committee. For NAP, she served as a member of the Board of Directors and President of the Texas State Association of Parliamentarians in 2010-2011.

She has conducted numerous workshops and presentations and has mentored students in the study of parliamentary procedure for completion of parliamentary certification exams.



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### ***RONR* Applications in Small Boards**

Intermediate | 2:00 p.m.-3:15 p.m. | Galleria

## OVERVIEW

Practical application of *RONR* rules for small boards and for committees to allow for more time-efficient and fair meetings.

## PRESENTER

**John R. Berg, PRP**



John R. Berg has been a PRP since 2013 and currently serves on the South Kitsap School Board in Washington State, having been elected in 2019 and as its president in 2020. He has had numerous articles published in the *National Parliamentarian* and has presented workshops for others elected school board directors. He also served three years as president of the Washington State Association of Parliamentarians, and on the national boards of non-profit organizations.



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### **The Minutes Say What?**

Foundational | 2:00 p.m.-3:15 p.m. | Wilton

## OVERVIEW

Minutes are not He say, She say! Minutes are the official record of the meeting. The minutes record what was "done" and not what was said. The accuracy of the minutes are essential for all organizations and this workshop provides an instructional lesson of what to and not to include in the minutes.

## PRESENTER

**Tamara D. Harris, PRP**



Tamara D. Harris, PRP, has been a member of the National Association of Parliamentarians (NAP) since 2016 and a Professional Registered Parliamentarian since 2018. She serves as the Secretary for the Maryland Association of Parliamentarians as well as the President for the Howard County Unit. Tamara has conducted parliamentary procedure workshops for various civic and non-profit organizations.



# The Minutes Say What?!

Presented by: Tamara D. Harris, PRP



1



« TAMARA D. HARRIS, PRP »

**Membership:**

- ✓ National Association of Parliamentarians
- ✓ Professional Registered Parliamentarian, 2018
- ✓ American Institute of Parliamentarians

**NAP Experience:**

- ✓ 2023-2025 District Two Director – Elect
- ✓ 2021-2023 Webinar & Meeting Support Chair

**Association Experience:**

- ✓ 2021-2023 MAP Secretary
- ✓ 2021-2023 Annual Meeting Chair
- ✓ 2019-2023 MAP Board of Directors

**Unit Experience:**

- ✓ 2019-2023 HCU Unit President
- ✓ 2017-2019 HCU unit Secretary

2

2

In this Presentation ...

- The Minutes
- The Reading & Approval
- The Follow-Up
- The Dos & Don'ts

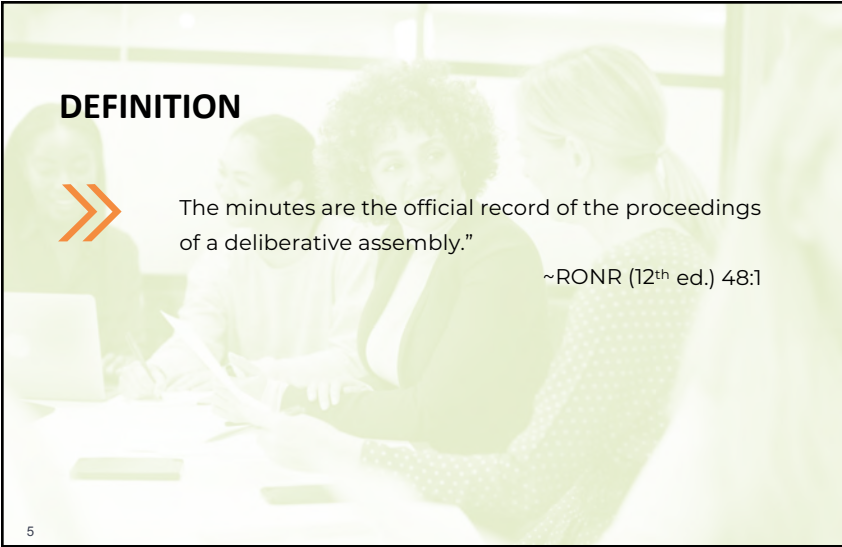
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3

The Minutes

01

4



## DEFINITION

» The minutes are the official record of the proceedings of a deliberative assembly."


~RONR (12<sup>th</sup> ed.) 48:1

5

THE MINUTES

»»»»»»»»

5



## IMPORTANCE

» \* A record of the organization's history

\* A record of what was done, not what was said

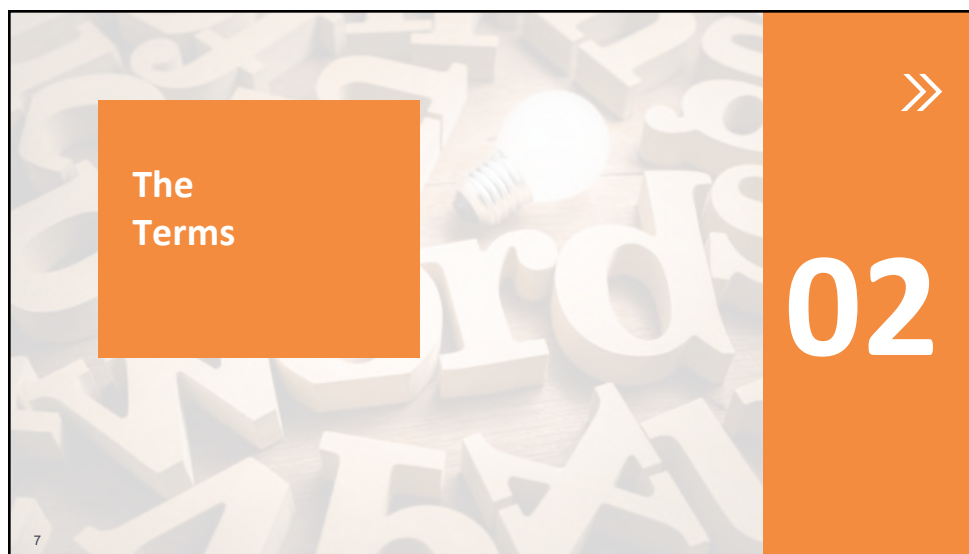
\* Legal record

6

THE MINUTES

»»»»»»»»

6



7

<b>THE TERMS</b> Some terms may be interchangeable.			
Adjourned	Ended		
Adjourned Meeting	Continued Meeting		
Association	Society	Organization	Club
Chair	Presiding Officer	Speaker	President
Committee	Task Force	Team	Workgroup
Consent Calendar	Consent Agenda	Priority Agenda	
Executive Session	Secret Session	Closed Session	
Item of Business	Matter	Motion	Order of the Day

8

THE TERMS



## THE TERMS

Some terms may be interchangeable.

Meeting	Session		
Minutes	Record	Proceedings	Journal
Motion	Resolution		
Agenda	Program		
Secretary	Recorder	Scribe	Clerk
Special Meeting	Called Meeting	Stated Meeting	
Special Committee	Ad hoc Committee	Select Committee	
Standing Committee	Permanent Committee		
Unanimous Consent	General Consent	Silent Consent	

THE TERMS



9

9

The Secretary



03

10

10

## THE SECRETARY



- \* Serves as the Recording Officer
- \* Elected by the assembly
- \* Takes the meeting notes and writes the minutes
- \* Records what is done and not what was said
- \* Sits near the presiding officer
- \* Duties listed in RONR 47:33

11

RONR (12<sup>th</sup> ed.) 3:6; 47:32

THE SECRETARY



11


## When are minutes recorded?



- \* Regular Meeting
- \* Special Meeting
- \* Adjourned Meeting
- \* Annual Meeting
- \* Executive Board/Board of Directors' Meeting
- \* Executive Session
- \* Committee Meetings
- \* Convention

12

12



## The Preparation

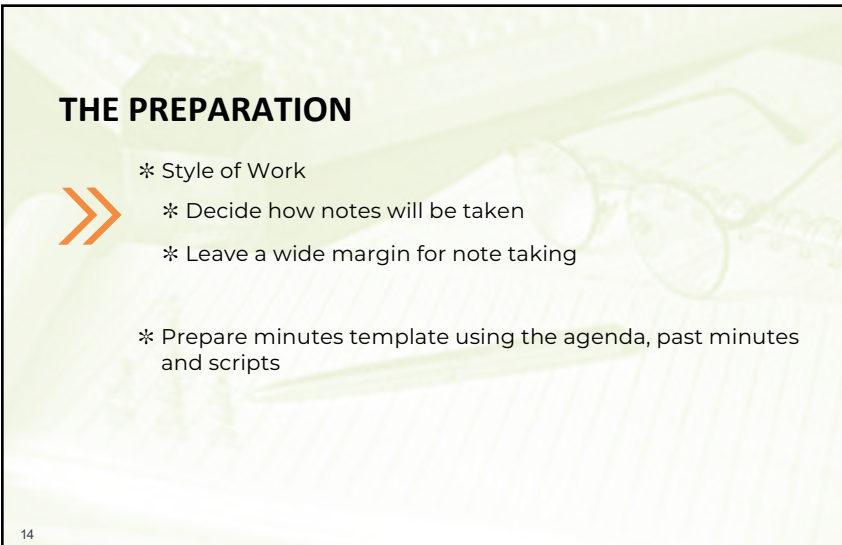
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04

*"A meeting is an event where minutes are taken and hours are wasted."*

- Timothy Michael Long

13



## THE PREPARATION

»

- \* Style of Work
  - \* Decide how notes will be taken
  - \* Leave a wide margin for note taking
- \* Prepare minutes template using the agenda, past minutes and scripts

THE PREPARATION

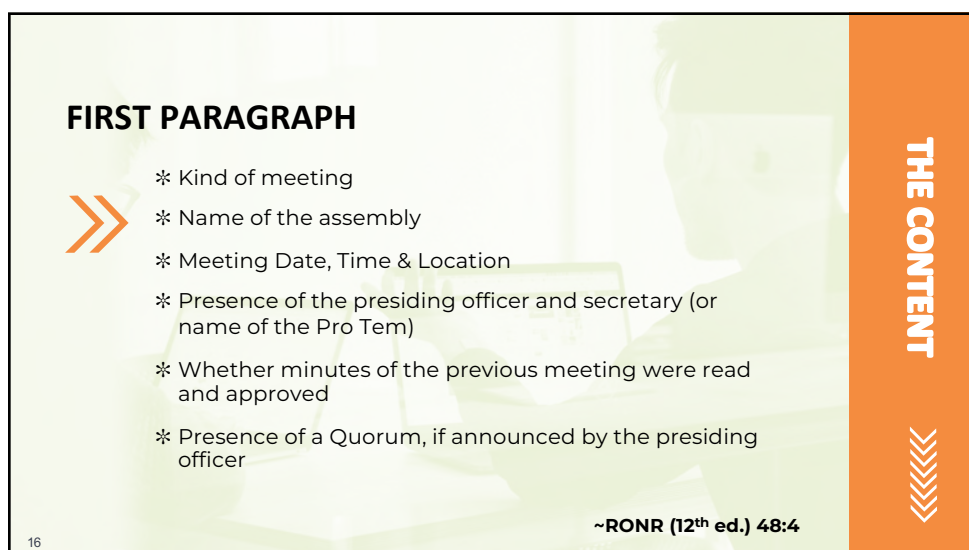
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14



15

15



16

16

## FIRST PARAGRAPH



The regular meeting of the Very Long Meeting Society was called to order on September 6, 2023, at 5:00 p.m. at the Union Mill Station in Baltimore, Maryland, the President being in the chair and the Secretary being present. The minutes of the August 2, 2023, meeting were approved as corrected.

~RONR (12<sup>th</sup> ed.) 48:8

17

17

THE CONTENT



## BODY

Separate paragraph for each subject matter



- \* Reports of officers, board, standing committees, and special committees
- \* Full names of officers and committee chairs presenting reports
- \* Totals of the treasurer's report
- \* Main motions or motions that bring a question again before the assembly
- \* Secondary motions when main motion carried over to another meeting

~RONR (12<sup>th</sup> ed.) 48:4

18

18

THE CONTENT



## BODY

Separate paragraph for each subject matter



- \* Secondary motions needed for clarity
- \* Withdrawn motions if necessary for completeness
- \* Complete substance of oral committee reports (in small assemblies)
- \* Notice of motions
- \* Points of order and appeals
- \* The name and subject of a guest speaker

~RONR (12<sup>th</sup> ed.) 48:4; 51:60-62

19

19

THE CONTENT



## BODY

Example:



Community Beautification Chairman Renaé Williams moved on behalf of the Community Beautification Committee "that the chapter participates in the County's Adopt-a-Road program." The motion was adopted after debate.

The report of the Founders' Day Committee was received and placed on file.

A motion by Lisa Dixon, after debate and amendment, was adopted as follows: "That \$600 be donated to the Baltimore Zoo."

~RONR (12<sup>th</sup> ed.) 48:8

20

20

THE CONTENT



## LAST PARAGRAPH



\* Hour of adjournment

Example:

The meeting adjourned at 3:32 p.m.

~RONR (12<sup>th</sup> ed.) 48:4

21

21

THE CONTENT



YES 👍 OR NO 👎

Minutes excerpt:

### Fundraising Committee:

Sally moved that Fundraising Committee host a Fashion Show on November 1, 2023, to raise money for the Christmas Adopt-a-Family Service Project. Jim said that it was crazy for Sally to make the motion since she is a horrible dresser. Robin agreed that Sally has bad taste. The motion failed because no one likes the way Sally dresses.



22

22

## CORRECTED MINUTES

Minutes excerpt:

### Fundraising Committee:

**Member Sally Smith moved that Fundraising Committee host a Fashion Show on November 1, 2023, to raise money for the Christmas Adopt-a-Family Service Project. Motion lost.**



23

23

The  
Vote



06

24

24

## THE VOTE



### \* Counted Vote

- \* Recorded in the minutes
- \* Record votes cast for each side

25

~RONR (12<sup>th</sup> ed.) 48:5

THE VOTE



## THE VOTE



### \* Roll Call Vote

- \* Names of those voting on each side and those answering "present" are entered
- \* Record enough names as present to indicate a quorum was present

26

~RONR (12<sup>th</sup> ed.) 48:5

THE VOTE



25

26

## THE VOTE

Total Membership: 14  
Quorum (majority): 8

NAME	YES	NO	PRESENT	ABSENT
Adams, John				X
Dudley, Mary	X			
Gannon, Cindy		X		
Kelton, Matthew				X
Munslow, Barbara	X			
Newton, Tracey				X
Patterson, Wendy				X
Richmond, Deborah	X			
Roxbury, Jean	X			
Sampson, Paul			X	
Smith, Jane		X		
Taylor, Denise				X
Walker, Gene				X
Williams, Tiara			X	
<b>Totals</b>	<b>4</b>	<b>2</b>	<b>2</b>	<b>6</b>

27

27

THE VOTE



## THE VOTE

### \* Ballot Vote (Election)

\* Record the full tellers' report



TELLERS' REPORT	
Number of votes cast.....	81
Necessary for election (majority) .....	41
Member A received .....	43
Member B received .....	16
Member C received .....	17
Member ___ received.....	2
Illegal votes	
Member D(ineligible) .....	2
Two ballots for	
Member E folder together, rejected .....	1

~RONR (12<sup>th</sup> ed.) 45:17; 45:32; 45:37 ; 45:40

28

28

THE VOTE



## THE VOTE

### \* Ballot Vote (Motion)



- \* Record the full tellers' report

TELLERS' REPORT	
Number of votes cast.....	81
Necessary for adoption (majority) .....	41
Votes for motion.....	78
Votes against.....	2
Illegal votes	
Two ballots for	
folder together, rejected .....	1

~RONR (12<sup>th</sup> ed.) 45:18; 45:32; 45:38; 45:40

29

29

THE VOTE



## THE VOTE



- \* Individual Member's Vote
- \* Member Request
- \* No objection
- \* Recusal
- \* Recorded to avoid any conflict of interest issues

~RONR (12<sup>th</sup> ed.) 45:4-5

30

30

THE VOTE





31

## WHAT ELSE TO INCLUDE

- \* Name of maker of a main motion.
- \* Counted/Ballot/Roll Call Vote
- \* Questions considered informally
- \* An order (by motion) to be entered in the minutes
- \* When distributing the draft minutes, the minutes should be clearly watermarked "DRAFT"
- \* Secretary's signature

~RONR (12<sup>th</sup> ed.) 41:12; 48:5; 48:7

THE DOS & DON'TS

32

## WHAT NOT TO INCLUDE



- \* Debate
- \* Motion not stated by the chair
- \* Name of the seconder
- \* Personal Opinion
- \* Remarks for the Record
- \* Withdrawn Motion

THE DOS & DON'TS



33

33

The  
Reading



08

34

34

TRUE 👍 OR FALSE 👎



**At the meeting, the Secretary must  
always read the minutes.**

**FALSE**

THE READING



35

35

## Reading of the Minutes



Secretary



Presiding Officer

The Secretary  
will read the  
minutes

~RONR (12<sup>th</sup> ed.) 41:9

36

36

## OMIT THE READING



- \* Distributed in advance
- \* Chair states minutes were distributed in advance
- \* Omit the reading, if no objection

37

~RONR (12<sup>th</sup> ed.) 41:9

THE READING



## DISPENSE WITH THE READING OF THE MINUTES



- Delays the reading
- Does not omit the reading
- To Dispense – Majority vote required; Not debatable
- To Take up – Majority vote required; Not debatable

38

~RONR (12<sup>th</sup> ed.) 48:11

THE READING



37

38

YES 👍 OR NO 👎

**Reading and Approval of the Minutes:**

During the 2023 Biennial National Convention, the Presiding Officer announces that the Minutes Approval Committee approved the 2021 Biennial National Convention minutes. After being recognized by the Presiding Officer, Member Smith states "I request to have the 2021 Biennial National Convention minutes read."

Must the minutes be read? **NO**



39

39

**The  
Corrections**



**09**

40

40

## CORRECTIONS



- \* Minutes are open to corrections
- \* Secretary is responsible for making corrections
- \* While pending, a majority vote decides a difference of opinion regarding the accuracy of the minutes.
- \* Correction by amendment
- \* Rescind and Expunge from the minutes

~RONR (12<sup>th</sup> ed.) 41:10-12; 35:13

41

41

THE CORRECTIONS



The  
Approval



10

42

42

## THE APPROVAL



- \* A formal motion is not necessary
- \* When approved, the Secretary writes "Approved", initials and dates

43

~RONR (12<sup>th</sup> ed.) 48:10

THE APPROVAL



43

The  
MAC



11

44

44

## THE MAC

Minutes Approval Committee



- Special committee to review, correct and approve the minutes
- Used when meetings not held within a quarterly time interval & does not last more than a day



~RONR (12<sup>th</sup> ed.) 48:12

45

45

THE MAC

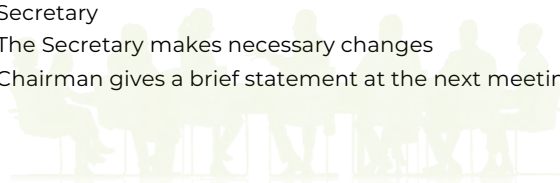


## THE MAC

Minutes Approval Committee



- \* The MAC takes their own minutes
- \* Committee receives the minutes from the Secretary
- \* The MAC meets to discuss any corrections
- \* If necessary, discuss discrepancies with the Secretary
- \* Once in agreement, sends their recommendation to the Secretary
- \* The Secretary makes necessary changes
- \* Chairman gives a brief statement at the next meeting



46

46

THE MAC





47

47

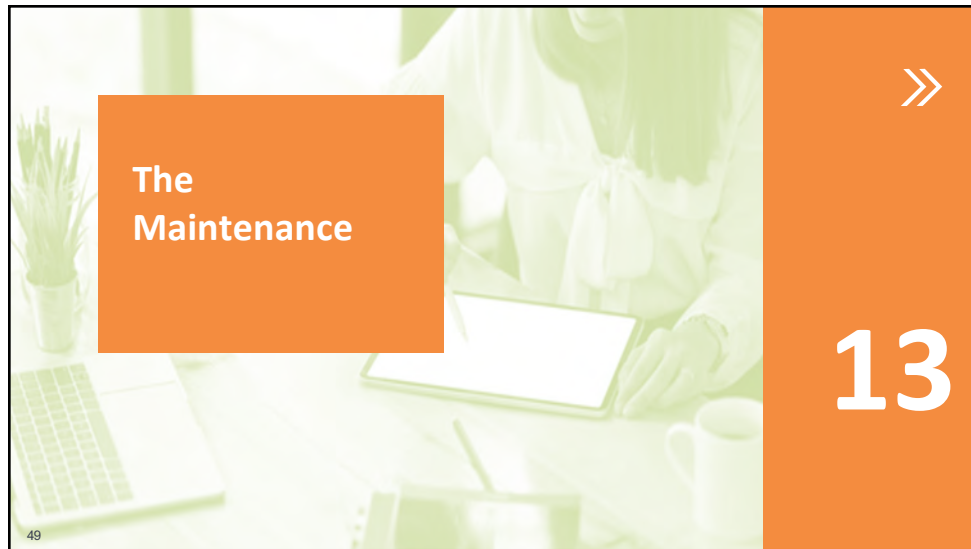
**THE FOLLOW-UP**

- » \* Write the minutes ASAP
- \* Send completed draft to President and the MAC, if applicable
- \* Notify officers, members and/or committee members of assignments, appointments or deliverables from the meeting.
- \* If assigned, prepare the agenda for the next meeting
  - \* List Unfinished Business and General Orders
  - \* Determine if previous notice was given
  - \* Review organization's governing documents for items required for a particular meeting
- \* Finalize the previous meeting minutes and mark as "Approved", if applicable

**THE FOLLOW-UP**

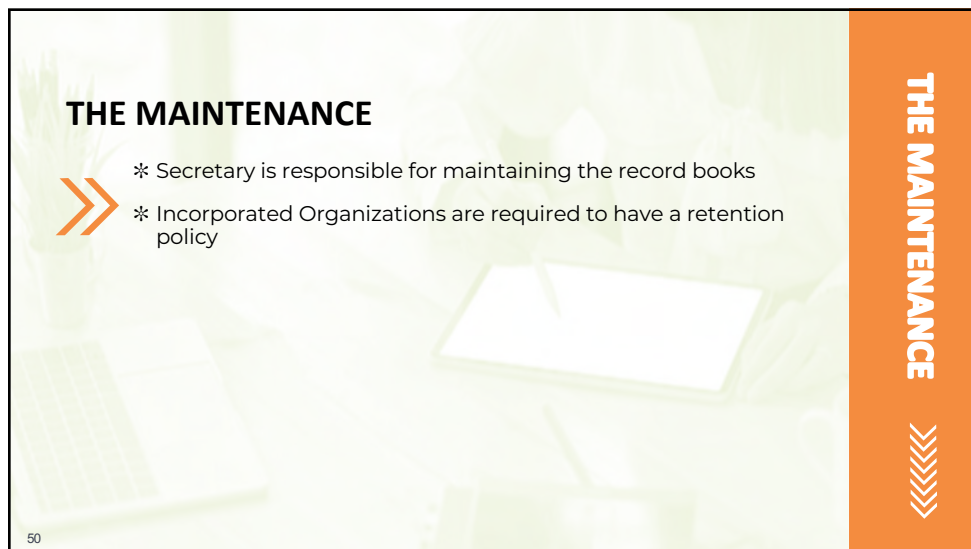
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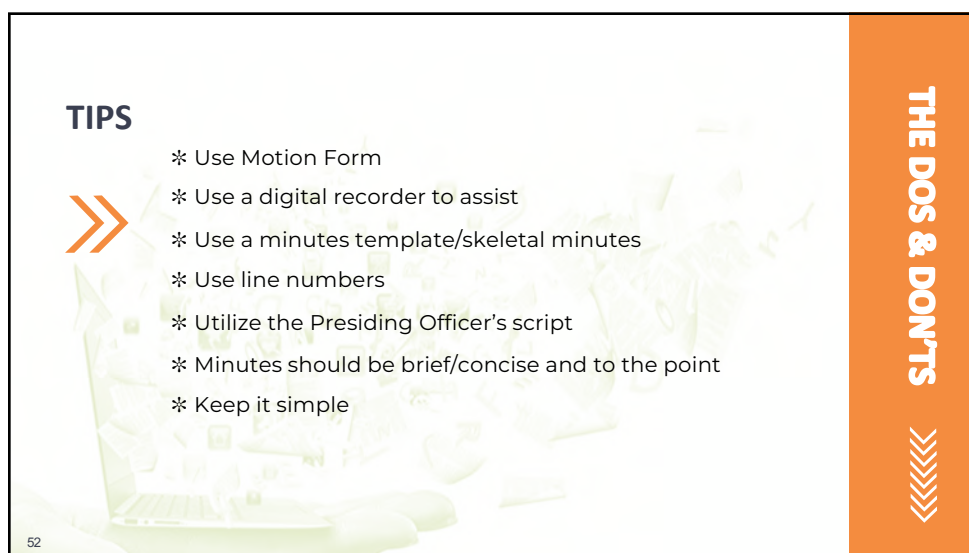
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51

51



52

52



53

## **Resources**

- \* (2020). *Pathways to Proficiency: What Was Done at the Meeting? Documenting the Meeting in Minutes* (3rd ed.). National Association of Parliamentarians.
- \* Berg, John R. "What Was Done, Not What Was Said." *National Parliamentarian*, 2019, pp. 4–5.
- \* Robert III, H. M., Evans, W. J., Honemann, D. H., Balch, T. J., Seabold, D. E., & Gerber, S. (2020). *Robert's Rules of Order Newly Revised in Brief* (3rd ed.). Public Affairs.
- \* Robert, H. M. (2001). *Parliamentary Law*. Irvington Publishers.
- \* Robert, S. C., Robert III, H. M., Evans, W. J., Honemann, D. H., Balch, T. J., Seabold, D. E., & Gerber, S. (2020). *Robert's Rules of Order Newly Revised* (12th ed.). PublicAffairs.
- \* Swift, M. L., PRP, CPP-T. *Got a Minute?*
- \* Slaughter, J. (2022). *Notes and Comments on Robert's Rules*. Parliamentary Procedure Press.

54

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 Workshop Docs



 Tamara D. Harris

*Thank You!*



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### "Help Me!" I Have a Question!

Foundational | 3:45 p.m.-5:00 p.m. | Wilton

## OVERVIEW

Have you ever sat in a totally ineffective and disorganized meeting? You have a question, want to make a recommendation, and you have concerns about the presiding officer. You want to ask questions and give input, but you don't know how to do it and are fearful that you will not be recognized. What do you do? Do you sit back and endure the "pain" or do you make a parliamentary inquiry, point of information, or even a point of order? Each motion has a specific purpose and a strategy for its use. Come and explore how to use each. Don't forget to bring your "*Robert's Rules of Order*." The training will be fun and fast-paced.

## PRESENTER

Daniel (Dan) Jackson, PRP



Dan Jackson is a professional speaker, educator, and business owner. He is a retired Lt. Col. from the Air Force, a Professional Registered Parliamentarian, a parliamentarian for Toastmasters International, a recipient of the Toastmasters International "Presidential Citation" for "outstanding contributions to Toastmasters International and its program of Communication and Leadership."

Dan is also a professional trainer and consultant for "Pryor Learning Solutions"—an international training and consulting corporation. In his own business, D.T. Jackson Enterprises, Inc., he speaks, consults, and provides training on effective supervisory and leadership skills, interpersonal communication skills, and parliamentary procedure. His clients are numerous, from 4-H clubs, Homeowners Associations, State Medical Boards, Vietnam Veterans, lawyers, sororities, and county and Congressional officials. He was a presenter at the 2018 National Training Conference and the 42<sup>nd</sup> Biennial Convention in 2019.



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### Beyond the Book

Intermediate | 3:45 p.m.-5:00 p.m. | Grand Ballroom II

## OVERVIEW

As professionals in the field of meeting management, we can make the difference that our clients desperately need and deserve, but only if we use as our motto a phrase imbedded in RONR paragraph 47:6: "... any presiding officer will do well to bear in mind that no rules can take the place of tact and common sense on the part of the chairman." Guided by this phrase, we must resist the temptation to respond to a client's question by automatically looking for a book-based answer. Instead, we must identify the precise problem that a client is facing, and only then consult a parliamentary manual. All of us love *RONR*, but we also need pragmatic tool boxes that may go beyond the book.

## PRESENTER

Eli Mina, PRP



Eli Mina is a Vancouver based consultant, who holds the credentials of a PRP (since 1989) and CPP (since 1997). Since 1983, Eli has run a successful consulting practice, serving his clients as a parliamentary advisor and presiding officer. Eli's clients come from local governments, boards of education, indigenous communities, labor unions, credit unions, regulatory bodies, businesses, and the non-profit sector. Eli is the author of 5 published books in his fields of expertise. His website is [www.elimina.com](http://www.elimina.com).



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### Increasing Your *RONR* Ranking Expertise

Foundational | 3:45 p.m.-5:00 p.m. | Galleria

## OVERVIEW

Survey of common resources and search terms to help parliamentarians discover where RONR may be outranked in determining commonly relevant bodies of law applicable in your state. Reviews relevant distinctions between different types of organizations using parliamentarians and common methods that can be used at no cost to discover discrepancies.

## PRESENTER

Jennifer Nickel, RP



Jennifer Nickel is a 4th generation Californian. She graduated from the University of California receiving her Juris Doctorate from the Davis campus and doing Masters work at the School of Education and receiving her Bachelor of Arts degree in Political Science from its Riverside campus. She passed the California Bar Exam on her first attempt at the age of 24, working 10 years starting at a firm on LA's Miracle Mile.

After becoming permanently disabled in 1996, she began volunteering her time. She volunteered for over 15 years at Riverside Community College Culinary Arts Academy, helping the school gain not only accreditation from the American Culinary Federation, but recognition in 2009 as the Nation's Best Culinary Arts School Dining Room and its Executive Director's admission into the American Culinary Federation's honor society, the American Academy of Chefs and the AAC's Hall of Fame.

As a member of the General Federation of Women's Club, she authored legislation on human trafficking education as GFWC California's State Legislation; Public Policy Chairman. In addition to writing legislation, she led GFWC efforts helping pass over 100 bills promoting community interests into law.

Jennifer became an RP in January and is a member of AIP and the Riverside Society of Parliamentarians where she has helped put on workshops to educate the public, as well as having founded a parliamentary study group in her Woman's Club District. She has helped judge ParliPro competitions at the State and National level for FCCLA and FBLA, and has given workshops on Public Policy Advocacy for FCCLA and throughout California.

## **Increasing Your RONR Ranking Expertise**

Introductory Level Workshop (Foundational Documents)

2023 National Convention of the National Association of Parliamentarians

Saturday, September 9, 2023 3:45 – 5:00 p.m.

**Presented by: Jennifer A. Nickel, J.D., R.P.**

Riverside, CA (Southern CA) [JN644@aol.com](mailto:JN644@aol.com)

### **Parliamentary Experience**

NAP - RP

AIP – Member

Founder/Facilitator: California Federation of Women's Clubs (CFWC) De Anza District Parliamentary Study Group 2012-2018, Currently serving as Parliamentarian CFWC De Anza District

Riverside Society of Parliamentarians – 2009- present

FCCLA ParliPro Jude 2016 -present

FBLA ParliPro Judge 2021 - present

### **Education:**

- University of California, Davis, Martin Luther King Jr. School of Law Juris Doctorate awarded.
- University of California, School of Education: Master's Degree in Education – incomplete
- University of California, Riverside: Bachelor of Arts in Political Science awarded.
- Riverside Community College: Associate of Arts degrees awarded in Spanish for Transfer; Communications for Transfer; Communications, Media and Languages; Humanities, Philosophy, and Arts; Administration and Information Systems; Social and Behavioral Studies; Fine and Applied Arts, Law, Public Policy & Society for Transfer, Sociology for Transfer. PENDING: History for Transfer; American Studies; Communications for Transfer 2.0. Associate of Sciences degrees awarded in Business Administration – Accounting, Human Resources, General Business, Management, Global Enterprise; Business Administration for Transfer; Business Administration for Transfer 2.0; Economics for Transfer; Administration of Justice for Transfer.

### **Publications:**

- California Senate Bill 1104 Pupil safety: human trafficking prevention resources. Passed into law 2018. (Authored bill proposal on behalf of the California Federation of Women's Clubs receiving bipartisan sponsorship from the highest-ranking party leaders on both sides of the aisle in the California Senate. The bill was endorsed by the American Academy of Pediatricians, California; the California Catholic Conference; the California Federation of Teachers; the California Partnership to End Domestic Violence; the Children's Law Center of California; the Joyful Heart Foundation; Operation Safehouse; and the Riverside Sheriffs' Association.)
- Legislation and Public Policy Reporter – Published a monthly program newsletter for the California Federation of Women's Club on Legislation and Public Policy with a subscription of about 300, 2015-2019
- California Clubwoman Magazine – Staff writer for the California Federation of Women's Clubs magazine, 2020-present.
- California Federation of Women's Clubs Resolutions on Human Trafficking, Styrofoam Waste and Lifelong Learning.
- Defense Appellate Brief for Simmons v. West Covina Medical Clinic (1989) 212 Cal 3<sup>rd</sup> 696 establishing standards for "lost opportunity" on behalf of the defense in a Wrongful Life case.

## Lesson Plans for Increasing Your RONR Ranking Expertise

Developed and presented by Jennifer Nickel, J.D., R.P.

### **RATIONALE:**

This lesson is intended to prepare student to effectively meet credentialing learning objective 9.14, 9.15, 9.16, 9.17, 9.18, 9.22. To wit:

9.14 Identify the governing documents appropriate to particular content used for a given purpose as described in RONRIB (3rd ed.) Chapter 10.

9.15 Understand and identify how procedural rules in law may apply to an organization and may supersede the organization's own rules as explained in RONR (12th ed.) 1:5 (last sentence) and 56:49n1.

9.16 Recognize the relevance of an organization's status as a corporation as described in RONR (12th ed.) 2:5–7.

9.22 Recognize that if an entity is subordinate to another entity (such as a state chapter that is part of a national organization) the governing documents and rules of the superior organization must be consulted for provisions that supplement or supersede those of the subordinate entity. RONR 2:7n4.

### **PRESCRIBED LEARNING OUTCOMES:**

1. Upon completion of the lesson, students will be able to identify at least 2 classes of rules (aka foundational documents) pertaining to the conduct of an organization's meeting that outrank Roberts Rules of Order in their precedence in application to rules governing the conduct of an organization's meetings.
  - (9.14 Identify the governing documents appropriate to particular content used for a given purpose as described in RONRIB (3rd ed.) Chapter 10.)
  - (9.15 Understand and identify how procedural rules in law may apply to an organization and may supersede the organization's own rules as explained in RONR (12th ed.) 1:5 (last sentence) and 56:49n1.)
  - (9.16 Recognize the relevance of an organization's status as a corporation as described in RONR (12th ed.) 2:5–7.)
  - (9.22 Recognize that if an entity is subordinate to another entity (such as a state chapter that is part of a national organization) the governing documents and rules of the superior organization must be consulted for provisions that supplement or supersede those of the subordinate entity. RONR 2:7n4.)
2. Upon completion of the lesson, students will be able to correctly distinguish and rank the applicability of the 7 classes of foundational documents which are properly applied to the conduct of a given organizational meeting.
  - (9.14 Identify the governing documents appropriate to particular content used for a given purpose as described in RONRIB (3rd ed.) Chapter 10.)

(9.15 Understand and identify how procedural rules in law may apply to an organization and may supersede the organization's own rules as explained in RONR (12th ed.) 1:5 (last sentence) and 56:49n1.)

3. Upon completion of the lesson, students will be able to recognize the role of the rules/governing documents pertaining to a superior organization when applying and interpreting the rules governing the conduct of the subordinate organization.

(9.15 Understand and identify how procedural rules in law may apply to an organization and may supersede the organization's own rules as explained in RONR (12th ed.) 1:5 (last sentence) and 56:49n1.)

(9.16 Recognize the relevance of an organization's status as a corporation as described in RONR (12th ed.) 2:5–7.)

(9.22 Recognize that if an entity is subordinate to another entity (such as a state chapter that is part of a national organization) the governing documents and rules of the superior organization must be consulted for provisions that supplement or supersede those of the subordinate entity. RONR 2:7n4.)

### **INSTRUCTIONAL OBJECTIVES:**

1. Upon completion of the lesson, students will be able to identify at least 2 classes of rules (aka foundational documents) pertaining to the conduct of an organization's meeting that outrank Roberts Rules of Order in their precedence in application to rules governing the conduct of an organization's meetings.
  - a. *Upon completion of the lesson, 85% of students will be able to correctly identify 3 of the 4 classes of rules that have precedence over Roberts Rules of Order.*
  - b. *Upon completion of the lesson, 85% of students will be able to recognize 2 major types of conflicts that can occur in foundational documents that are relevant to parliamentarians and the conduct of meetings.*
  - c. *Upon completion of the lesson, 85% of students will be able to identify at least 2 levels of governmental laws to research for potential conflicts with RONR with 75% accuracy.*
  - d. *Upon completion of the lesson, 85% of students will be able to correctly recognize at least 1 government code book for research regarding potential conflicts with RONR regarding the conduct of meetings*
  - e. *Upon completion of the lesson, 85% of students will be able to correctly recognize at least 1 government code book for research regarding limitations on issues that may properly be brought before a given assembly that could cause a motion to be out of order.*
  - f. *Upon completion of the lesson, 85% of students will be able to recognize at least 1 free resource that is available for their use to research governmental laws that may conflict with Roberts Rules of Order.*
  - g. *Upon completion of the lesson, 85% of students will be able to recognize the distinctions between a 501(c)3 corporation's Articles of Incorporation, bylaws, and tax-exempt status with 75% accuracy*
  - h. *Upon completion of the lesson, 85% of students will be able to recognize at least 2 governmental offices available to research in order to discover potential foundational documents pertaining to organizations whose business entity structure may be unknown or lost.*
  - i. *Upon completion of the lesson, 85% of students will be able to recognize at least 2 characteristics of corporations distinguishing them from other business organization forms.*
2. Upon completion of the lesson, students will be able to correctly distinguish and rank the applicability of the 7 classes of foundational documents which are properly applied to the conduct of a given organizational meeting.

- a. *Upon completion of the lesson, 85% of students will be able to distinguish rules of different classes in regard to their ranking precedence with 75% accuracy*
  - b. *Upon completion of the lesson, 85% of students will be able to distinguish the precedence between simple conflicts in law between differing governmental bodies with 75% accuracy.*
  - c. *Upon completion of the lesson, 85% of students will be able to correctly recognize at least 1 situation when laws from areas beyond the jurisdictions where they are physically present govern the conduct of a meeting in which they may be serving as parliamentarian.*
3. Upon completion of the lesson, students will be able to recognize the role of the rules/governing documents pertaining to a superior organization when applying and interpreting the rules governing the conduct of the subordinate organization.
- a. *Upon completion of the lesson, 85% of students will be able to recognize at least 4 common business organization structure types comprised of separate entities which may include corporations.*
  - b. *Upon completion of the lesson, 85% of students will be able to correctly distinguish 3 simple superior/subordinate relationships involving linked business entities - Franchises, Joint Ventures, Federations*
  - c. *Upon completion of the lesson, 85% of students will be able to correctly differentiate gross differences between superior/subordinate and egalitarian relationships between linked business entities*
  - d. *Upon completion of the lesson, 85% of students will be able to correctly differentiate gross differences between superior/subordinate and independent contractor relationships between linked business entities*

### **PREREQUISITE CONCEPTS AND SKILLS:**

Novice familiarity with basic organizational meetings and environments.

### **MATERIALS AND RESOURCES:**

**TEACHER:** Power Point lecture, handouts, website referrals

**STUDENT:** Smart phone may be helpful.

### **LESSON ACTIVITIES:**

#### **INSTRUCTOR**

##### **Introduction (Anticipatory Set)**

As students enter the room and take their seats, there will be a self-test question(s) Power Point slide projected regarding the presentation with the advisory that the workshop is probably too elementary for anyone secure in all their responses.

By using this technique, students are empowered to review and test their existing knowledge and self-edit from the class should their time be more meaningfully spent by a different workshop. Further, this technique provides a preview that maps out topics that will be covered in the workshop in order to increase retention of material that will be covered.

Further, by using this technique students will be better able to more effectively maximize their learning potential by using their time to attain new knowledge and eliminate wasted effort that might otherwise have been caused by attending a workshop by those already well versed in this topic

## Body

Once students have settled, the instructor will introduce herself and present a Power Point lecture comprised of

1. Introduction  
Review of existing resources on this topic, 7 basic classes of rules (pyramid) and their creation (*Instructional Objectives: (1a) (2a)*), 2 major conflict classifications (*Instructional Objective: 1b*), rationale for focusing presentation focus on tip of pyramid (*Instructional Objectives: 2b*)
2. Introduction to basic types of business organization structures
  - a. Distinguishing characteristics of corporate structures in comparison to other business structures (*Instructional Objectives: 1i, 3a*)
  - b. Distinctions between Articles of Incorporation/charter; Bylaws/constitution; and standing rules/policies, and 501(c)3 corporation from a tax exemption (*Instructional Objective: 1g*)
  - c. Subordinate/superior organizational structures: Comparison: Franchise v. Joint Venture v. Federation v. Partnership CONTRAST: Partnerships (Egalitarian) and Independent Contactors (*Instructional Objectives: 3a, 3b, 3c, 3d*)
  - d. Laws governing Corporations: Distinguish: Corporate Structure vs Corporate Activities. (*Instructional Objective: 2C*)
3. Parliamentarian's Guide to Legal Research
  - a. The relationship between law making bodies and ranking rules. (*Instructional Objectives: 1c, 1d, 1e, 1h*)
  - b. Skipping the law library: Free easy do-it-yourself legal research without leaving the house. (*Instructional Objectives: 1f*)
  - c. Common areas of conflict/ helpful "legalese" to aid your search for conflicts (*Instructional Objectives: 1c, 1d, 1e, 1h*)  
CAVEAT: Evaluate your information source objectively. (*Instructional Objectives: 1c, 1d, 1e, 1h*)

## Closure

### STUDENT ACTIVITIES/ TIME

### WORKSHOP 3:45 – 5:00 PM

Arrival/Anticipatory Set	3:45 - 3:50
Introduction & Overview	3:50 - 4:00
<b>Power Point Lecture</b>	
Part 1 Topic Introduction	4:00 - 4:10
Questions	4:10 - 4:15
Part II Introduction to basic types of business organization structures	4:15 – 4:35
Questions	4:35-4:45
Part III Parliamentarian's Guide to Legal Research	4:45 - 4:55
Questions	4:55 - 5:00

**Presenter's Note:**

*These materials have been collected and curated with the goal of providing easy, accessible and FREE access to resources that can help parliamentarians discover relevant conflicts where foundational documents may outrank the application of Roberts Rules of Order in guiding the conduct of a meeting.*

*Because there are a wealth of resources (especially when addressing a national audience) and a near infinite potential for relevance given a parliamentarian may serve at nearly any type of meeting for just about any kind of organization, I have focused on the resources most likely to be relevant. Given RONR is unlikely to conflict with national laws, resources focusing on State and municipal laws are prioritized, with the exception of the Internal Revenue Code which is commonly relevant in tax exempt organizations (nonprofits) because it limits the activities these organizations are permitted and limits how monies can be spent.*

*Further, because this is an introductory level workshop and there is no single nationwide clear statement delineating the boundaries for what constitutes the illegal practice of law, emphasis has been placed on the idea that users will simply be looking for clear language conflicts between foundational documents and RONR and avoiding any kind of complex interpretations of the law, emphasis has been placed on Codes (laws created by legislative bodies) while information regarding administrative and case law are largely ignored.*

*While the emphasis in this handout is to provide links to useful tools you can access as needed, the content of this handout is largely drawn from 2 resources who generously consented to use of their work including its reprinting in an effort to help make the public aware that these valuable resources exist for their use. Because this is a one-time workshop, whereas these resources continuously maintain and update their website to keep their content current and links functioning, please refer to these resource websites since they offer far more information than could be included. My deepest thanks goes to New York University Law School (<https://libguides.nyls.edu/lowcostlegalresearch>) and the American Association of Law Libraries (<https://www.aallnet.org/advocacy/government-relations/recommended-guidelines/access-to-legal-information/>) for allowing me to copy and paste much of their work.*

*An additional excellent resource I was unable to incorporate but well worth your time is "Research Guides, Treatise Finders, & Tutorials" at <https://guides.ll.georgetown.edu/home>.*

# RESEARCH STRATEGY TIPS

1. Identify potential **CONFLICT TYPE**: substance v. procedure.
2. Identify the **RELEVANCE** of the question to the organization: existence v. activities.
3. Identify the **COMMON SEARCH TERMS** related to the issue using a **LEGAL DICTIONARY** if necessary to obtain legal words associated with the idea (ex: “proxy voting”, “electronic meetings”, “removing a director”, etc.)
4. Go to the **CODE BOOK** most likely to be relevant to the issue (ex: “Corporations”, “Business and Professions”, “Labor”, etc.) and
  - a. Look at the **TABLE OF CONTENTS** to see what areas/statutes might provide information and read.;
  - b. Enter the word as a **SEARCH TERM** for the Code and read promising results
5. If you find something that appears to be relevant or conflict, research your authority citation to **CONFIRM IT HASN'T CHANGED**.
6. If you need to better understand an area in the law, consider using a legal encyclopedia or resource such as WEX to get an overview and then look into the specifics.
7. If you are dealing with a tax exempt organization, use the tutorials available on the IRS website - <https://www.irs.gov/charities-non-profits/calendar-of-events>, especially the recorded webinars and workshops - that are created to help people with no training to understand the limitations restricting these organizations and actions that may cause their tax exemption to be lost.
8. While the organization continues to exist despite a loss in its tax-exempt status (which can often be reinstated), **ACTIONS** that violate tax exempt status generally violate the Articles of Incorporation and Bylaws of the organization if it is stated it is intended to serve a tax-exempt purpose of a provision such as IRC 501(c)(3) (as opposed to failures to act such as failing to file paperwork adequately)
9. Always look up any Code sections stated in an organization's Articles of Incorporation or Bylaws.

<https://www.aallnet.org/advocacy/government-relations/recommended-guidelines/access-to-legal-information/>

## **GUIDE TO EVALUATING LEGAL INFORMATION ONLINE**

*Drafted by the American Association of Law Libraries, Digital Access to Legal Information Committee, June 8, 2016  
Approved by the Executive Board, July 2016, Tab 2*

### **INTRODUCTION**

This guide is intended to help members of the general public evaluate legal information accessed online. The guide outlines important issues to consider when deciding whether a website provides reliable and current information that is suitable for a particular law-related information need.

Though the guide notes some of the unique issues involved in conducting legal research online, it is not intended as a legal research tutorial. Those seeking a more formal introduction to this type of specialized legal research may consult the sources listed in the “Additional Information” section at the end of the guide. For definitions of terms used in the guide, visit Wex, a free legal dictionary and encyclopedia sponsored and hosted by the Legal Information Institute, or The Law Dictionary, featuring Black’s Law Dictionary Free Online Legal Dictionary 2nd Ed.

For related information regarding the American Association of Law Libraries’ principles regarding public information on government websites, consult the Association’s Guiding Principles For Public Access To Legal Information On Government Websites.

### **EVALUATING ONLINE SOURCES**

There are three main factors to consider in evaluating online sources of legal information: content coverage, currency, and reliability.

#### **I. CONTENT COVERAGE**

##### ***A. PRIMARY LAW AND SECONDARY SOURCES.***

Primary law is the text of the law itself. It includes constitutions, charters, statutes, ordinances, administrative regulations, administrative decisions, and judicial opinions issued by federal, state, and tribal governmental entities. Secondary sources explain or comment on primary law, providing references to primary law. Secondary sources may be published or created by governmental entities or private entities. Secondary sources published by private entities include scholarly journals, legal encyclopedias, blogs on legal topics, subject specific treatises, practice guides and monographs, legal dictionaries, and annotations (comments, summaries, or reference notes following the text of the law). Governmental entities also produce secondary sources in the form of reports, guidelines, check-lists, legislative histories, regulatory histories, and other publications that do not embody the law itself.

When looking at a law-related website, be careful to distinguish between primary and secondary sources. While secondary sources are helpful in understanding legal concepts, it is primary law that binds the courts.

## ***B. OFFICIAL AND UNOFFICIAL SOURCES.***

Primary law is promulgated by governmental entities which designate an official source as the authoritative text of that primary law. The official source may be published by the government itself or by a commercial publisher authorized by the government.

Unofficial sources may be made available by governmental entities or published by commercial publishers. These unofficial sources can be useful because they often are published in a timelier manner and, in the case of unofficial commercial publications, often include additional content such as annotations and explanatory notes.

It is important to know if you are looking at an official or unofficial version of primary law. Researchers may find both official and unofficial sources of legal information useful, depending on the nature of the research and the reason for citing a particular primary authority. For example, when preparing a legal action or writing a scholarly paper, it is necessary to use the government-designated official source of law. In other instances, however, the unofficial electronic version may be both sufficient for the research purpose and the most current source available.

If there is a difference between an official and unofficial version, the official version controls. In many cases, a governmental entity will provide an unofficial online version for informational purposes and the site will include a note stating the content should not be relied upon as the official source of the law. In other cases, the governmental entity may only publish certain primary material electronically and designate the electronic version as the official version. Often, however, the official status may be difficult to determine. If you have questions about whether material is official or unofficial, you may need to contact the governmental entity responsible for its publication.

For information on official and unofficial sources on a state-by-state basis, see the American Association of Law Libraries [State Online Legal Information](#) site, which provides information about the official status of online session laws, statutes, administrative registers, administrative codes, and appellate court opinions in all fifty states and the District of Columbia.

## ***C. JURISDICTION.***

Different laws apply in different places. Each state and tribal government has its own legal system, and there is a federal legal system as well. The subject matter of the legal issue affects whether federal, tribal, state, or local sources of law need to be consulted. Geographic considerations, such as where the people involved live or who owns the land where an incident occurred, also affect which law applies. For instance, tribal law, rather than New Mexico state law, may apply to a dispute arising on an Indian reservation within the state. In addition, if there are contradictory laws on a matter, federal law may preempt state law, and state law may have control over local law.

To determine jurisdictional relevance, consider questions such as:

- For primary law, where is the court, legislative body, or executive agency geographically located? What is the geographic scope of that body's law-making power?

- For sites interpreting or re-stating the law, is the source of the law and where it applies made clear? It can be helpful to consider where the author or organization that created the page is based because sometimes the website will only present the law of that jurisdiction.

For more information on jurisdiction, see the [definition](#) provided by the Legal Information Institute.

## *D. CONTEXT OF SOURCES.*

Legal information is best read in full text and in context. It is important to know whether a site is providing the complete content of a given source. In addition, one must consider the interplay of different sources of law and access all sources that are relevant to the legal issue being researched. Briefly, the basic hierarchy of legal authority begins with the jurisdiction's constitution – the origin of basic governmental responsibilities and individual rights. Legislative bodies pass statutes or ordinances that become law. The executive branch creates regulations to help enforce and administer these statutes and ordinances, and issues rulings, decisions, and orders. Courts settle claims and issues based on common law, and interpret laws, regulations, and constitutions. Courts issue opinions that have the binding effect of law.

When evaluating a site's content coverage, consider the following:

- Are laws, court rulings, or regulations published in full text as promulgated by the governmental entity, or are they only excerpted or paraphrased?
- Are references provided to sources of full text (preferably to the official source) so that you can verify the accuracy of the information?
- Is there a disclaimer that the information on the site is not official? Or does the site state the information is the official version of the primary law?
- Does the site indicate which jurisdiction it applies to? A site offering comments on New York divorce law will not be helpful to people seeking divorce in California.
- Are references to other relevant information, such as related statutes, constitutional provisions, court opinions, or regulations provided? Note: This tends to be a value-added feature and is not available on many free websites. The absence of these references does not necessarily mean the site is unreliable, but the user may want to seek out this additional information in other ways.
- Does the site provide helpful finding tools, such as indexing, and the ability to search by document number (e.g., code section, docket number), title or parties in a case, keyword, and subject?

## II. CURRENCY

As new statutes are passed, regulations put into effect, and court cases decided, the law can change. It is important to consult the most up-to-date information available. It also is important to distinguish between the currency of the site and the currency of the information contained on the site; they are not necessarily the same.

To determine the currency of a site, consider the following:

- What is the last update or revision date given for the site?

Be aware that the date provided may be automatically updated by the page. This may be especially likely if the last update date is the current date. Check the page on more than one day to see if the last update date is always the current date. Do the links provided within the site still work, or do you see many “page cannot be displayed” responses when you click on the links?

To determine the currency of the information on the site, consider the following:

- Is there any language indicating the date range for the information included on the site?
- A legislative site might have language such as “current through the 2015 session.” A site containing administrative regulations might say “current through April 2016.”
- Does a site with legislative information provide effective dates (dates when the provisions of an enacted statute go into effect)? Does it include pending legislation?
- Is there a “last updated” date to determine currency?
- How does the date the site was last updated compare to the frequency with which statutes are passed, cases decided, or regulations promulgated in that particular jurisdiction?
- Is there a clearly defined archive section containing older materials, organized by date or legislative session? If the archive section is a couple of years old, this may indicate the site is not being updated regularly.

### III. RELIABILITY

An important step in evaluating the reliability of online sources of legal information is to determine the source of the information, the qualifications and expertise of the author, and the purpose for which the site is intended.

To determine the reliability of a site and the information provided there, consider the following:

- Is the author/source of the material clearly identified? Is the source hosted by a governmental entity or by a private entity that is licensed or contracted by the government?
- Is an explanation regarding chain of custody and the transference of information between the law-making body and the publisher provided?
- Is the text of the content authenticated? Does the content bear a certificate or mark indicating that the governmental entity has verified that the text is complete and unaltered when compared to the version approved or published by the content originator? For a more complete definition of authentication, see the AALL Definitions of Inventory Categories that are evaluated on American Association of Law Libraries [State Online Legal Information](#) site.

- For information written by an individual, are qualifications provided, such as biographical information or a resume listing education and experience? Can this information be verified with a different source?
- Was the site created purely to inform or for another purpose, such as influencing public opinion or selling a product or service? When evaluating a website designed to be persuasive, it is particularly important to be aware of the viewpoint being advocated and to consider carefully whether information presented is factual and complete.
- Does the site use a clear writing style and proper spelling, grammar, and punctuation?
- What information about users is collected, and why?

## ADDITIONAL INFORMATION

For additional information on evaluating websites, see:

- Southern Illinois University Law Library, [Evaluating Websites and Other Information Resources](#)
- American Association of Law Libraries, Private Law Librarians Special Interest Section, [The Internet as a Legal Research Tool](#)
- University of Akron Law Library, [Evaluating Websites and Blogs](#)

For a more detailed introduction to legal research, see  
:

- American Association of Law Libraries, Legal Information Services to the Public Special Interest Section, [How to Research a Legal Problem: A Guide for Non-Lawyers](#)
- Southern California Association of Law Libraries, [Locating the Law: A Handbook for Non-law Librarians \(5th ed. 2011\)](#)
- Your local library may also provide books on legal research.

For helpful links to online sources, see:

- American Association of Law Libraries, Legal Information Services to the Public Special Interest Section, [Public Library Toolkit](#) (which includes state-specific public library toolkits providing information on each state's legal resources, links to sources available online, and links to state-specific research guides)
- Law Library of Congress Public Services Division, [Guide to Law Online](#)
- National Archives, [Government Documents in the Archives Library Information Center](#)
- Georgetown Law Library, [Free and Low Cost Legal Research Guide](#)
- Duke Law Library, [Legal Research on the Web](#)

For guidance on citing to government publications, see:

- University of North Texas University Libraries, [Tutorial: Citing Government Publications \(General Guidelines\)](#)

## DISCLAIMER

Many links included in the Guidelines are to sites over which neither the American Association of Law Libraries (AALL) nor any of its members asserts any authority or control. AALL assumes no responsibility for the accuracy or veracity of the information that a user may encounter at these sites.

(<https://libguides.nyls.edu/lowcostlegalresearch>)

## FREE & LOW-COST LEGAL RESEARCH GUIDE

Resources for free or low-cost legal research, providing a great way to get started with research if you don't have access to paid databases or if you want to get an overview of a topic before using potentially expensive searches

Contact A Librarian  
212.431.2332  
[reference@nyls.edu](mailto:reference@nyls.edu)

### Link Rot

Watch for link rot (when web pages go missing).

If a web page goes missing, try referring to the following resources:

<http://archive.org/web/web.php> (via the [Internet Archive](#)): The Internet Archive Wayback Machine puts the history of the World Wide Web at your fingertips. The Archive contains over 100 terabytes and 10 billion web pages archived from 1996 to the present.

Cyber Cemetery: <https://govinfo.library.unt.edu> The CyberCemetery is an archive of government websites (usually defunct government agencies) that have ceased operation.

## FREE ONLINE LEGAL DICTIONARIES

- **Wex**

<https://www.law.cornell.edu/wex>

*Legal Information Institute, Cornell University Law School*

Wex is a free legal dictionary and encyclopedia sponsored and hosted by the Legal Information Institute at the Cornell Law School. The entries are collaboratively created and edited by legal experts, mostly legal academics and distinguished practitioners, who have demonstrated expertise in a particular area of law.

- **FindLaw Legal Dictionary**

<https://dictionary.findlaw.com/>

*Thomson Reuters*

The FindLaw Legal Dictionary provides free access to over 8,200 definitions of legal terms. Search for a definition or browse its legal glossaries. Many of the entries are sourced from Merriam-Webster's Dictionary of Law (1996).

- **The Law Dictionary**

<https://thelawdictionary.org/>

Featuring Black's Law Dictionary Free Online Legal Dictionary 2nd Ed.

- **Nolo's Free Dictionary of Law Terms and Legal Definitions**

<https://www.nolo.com/dictionary>

*Nolo*

Nolo's Free Dictionary of Law is a browsable source for plain-English definitions for legal terms. Nolo has been a recognized publisher of self-help legal materials since 1971 and make much of their content available for free online. A free iOS app version is also available in the [App Store](#). An internet connection is not required to use the app.

- **Legal Dictionary**

<https://legal-dictionary.thefreedictionary.com/>

*TheFreeDictionary.com by Farlex*

The main source of TheFreeDictionary's legal dictionary is West's Encyclopedia of American Law, 2d ed., which contains more than 4,000 entries detailing terms, concepts, events, movements, cases, and individuals significant to United States law. The legal dictionary also incorporates over 3,000 terms from The People's Law Dictionary by Gerald and Kathleen Hill. An app version is also available with free offline access from the [App Store](#) and from [Google Play](#).

- **Merriam-Webster's Law Dictionary**

<https://www.merriam-webster.com/legal>

Search more than 10,000 legal words and phrases for clear definitions written in plain language from the dictionary experts at Merriam-Webster.

- **Legal Dictionary**

<https://www.justia.com/dictionary/>

Access definitions browsable by major legal topics.

- **Legal Dictionaries**

<https://repository.library.georgetown.edu/handle/10822/559416>

*DigitalGeorgetown*

Georgetown Law Library maintains an online repository that includes digitized copies of historical dictionaries dating from 1575 to 1916, including Black's Law Dictionary.

## Free Online Legal Glossaries

- **Glossary of Legal Terms**

<https://www.uscourts.gov/glossary>

*United States Courts*

A browsable glossary of commonly used legal terms from the U.S. Courts.

- **Glossary**

<https://legalaidsnyc.org/glossary/>

*The Legal Aid Society*

## Legal Research Portals

Directories provide a subject arrangement of web sources. The value of the Directory often depends on the person or organization that catalogs, arranges, and describes the sites.

- **Guide to Law Online**

<https://guides.loc.gov/law-library>

"An annotated guide to sources of information on government and law available online," created by the Law Library of Congress Public Services Division.

Topics covered include International and Multinational law, Nations of the World, U.S. Federal, and U.S. States and Territories.

- **Justia**

<https://www.justia.com>

- **Cornell Legal Information Institute (LII)**

<https://www.law.cornell.edu>

- **Cornell Legal Information Institute (LII) - Legal Materials by State**

<https://www.law.cornell.edu/states/opinions>

## Other Materials

- **Online Legal Information Resources by the American Association of Law Libraries**

<https://www.aallnet.org/advocacy/government-relations/online-legal-information/>

A guide to free online primary legal materials, organized by state. The guide includes information on state session laws, statutory codes, registers, administrative codes, and court opinions. Also included is information on state and local public law libraries

## State Codes\*

- **<https://codes.findlaw.com/>\***

*\*Not an NYULS listed source*

## Municipal Codes

- **American Legal Publishing Code Library**

<https://codelibrary.amlegal.com/>

- **Municode**

<https://library.municode.com/>

A free resource that provides more than 3,200 municipal codes. The side panel table of contents feature makes each code easy to browse and the changes function lets you see what sections have been recently edited

## United States Code

- <http://uscode.house.gov/>
- <https://www.law.cornell.edu/uscode/text>

- **Internal Revenue Code of 1986**

<https://www.taxnotes.com/research/federal/usc26>

Related final and temporary regulations and legislative history included for certain code sections.

- **A-Z Index of U.S. Government Departments and Agencies**

<https://www.usa.gov/agency-index>

- **Catalog of Government Publications**

<https://catalog.gpo.gov/F>

A finding tool for federal publications providing direct links to those that are available online. Users can search by authoring agency, title, subject, and general keyword. More options are available through the "Advanced Search" feature. The catalog also offers you the option to find a nearby Federal Depository Library that has a particular publication.

- **SEC.gov**

Website for the Securities and Exchange Commission the agency responsible for administering Federal securities law.

- **EDGAR**

<https://www.sec.gov/edgar>

Search registration statements, periodic reports, and other required forms filed with the SEC by public foreign and domestic companies.

## INTERNATIONAL AND FOREIGN LAW

### Research Guides

Consulting a research guide is a great first step when starting any international or foreign law research project.

- **GlobalLex**

<https://www.nyulawglobal.org/globalex/>

GlobalLex provides detailed research guides on many international, foreign and comparative law topics.

- **International Legal Research Tutorial**

<https://law.duke.edu/ilrt/about.html>

From University of California, Berkely and Duke University, this guide is “designed to teach students research strategies and methodology for researching both print and electronic sources of international legal materials.”

- **Guide to Law Online: Nations of the World (Library of Congress)**

[https://www.loc.gov/research-centers/law-library-of-congress/researcher-resources/guide-to-law-online ?locir=bloglaw](https://www.loc.gov/research-centers/law-library-of-congress/researcher-resources/guide-to-law-online/?locir=bloglaw)

Organized by jurisdiction, this annotated guide from the Library of Congress provides links to free online legal resources for foreign jurisdictions.

- **United Nations Research Guides provided by the Dag Hammarskjöld Library**

[https://research.un.org/en?b=g&d=a&group\\_id=2087](https://research.un.org/en?b=g&d=a&group_id=2087)

- **UN International Law Documentation: Treaty Research**

<https://research.un.org/en/docs/law/treaties>

United Nations research guide dedicated to UN treaty research.

### Treaties

When searching for the full text of a treaty, status information, preparatory works or other related treaty documents, search for the body or organization that promulgated the treaty. For example, the [Council of Europe](#) is a source of information for the European Convention on Human Rights and other Council of Europe treaties.

- **US Department of State Office of Treaty Affairs**

<https://www.state.gov/bureaus-offices/treaty-affairs/>

Treaties in Force (treaties and other international agreements to which the United States is a party) and information on treaties pending in the United States Senate.

- **Treaties and Other International Acts Series (TIAS)**

<https://www.state.gov/tias/>

The first place U.S. treaties are officially published.

- **United Nations Treaty Collection**

<https://treaties.un.org/>

## Other Reference Sources

- **ReferenceDesk.org**

<http://www.referencedesk.org/>

Provides valuable reference tools including dictionaries, thesauri, quotations, converters, and calendars. See also, [Refdesk.com](http://www.refdesk.com).

- **Hathi Trust**

<https://www.hathitrust.org/>

Not-for-profit collaborative of academic and research libraries preserving 17+ million digitized items including books, serials and government documents. Items in the public domain are fully accessible while items held in copyright are searchable.

- **Wikipedia**

- **Reliability of Wikipedia** - See what Wikipedia says about itself.

[https://en.wikipedia.org/wiki/Reliability\\_of\\_Wikipedia](https://en.wikipedia.org/wiki/Reliability_of_Wikipedia)

- **Wikipedia's Disclaimer** - Read Wikipedia's Disclaimer.

[https://en.wikipedia.org/wiki/Wikipedia:General\\_disclaimer](https://en.wikipedia.org/wiki/Wikipedia:General_disclaimer)

Increasing Your RONR Ranking Expertise  
Presented by: Jennifer A. Nickel, J.D., R.P.

**"LAWS"** = Laws (ranked federal, state, local (county, municipal); *Existence v. Activity.*) (Interpreted from RONR 2:1)

**"ARTICLES OF INCORPORATION"** = *Creation documents defining the purpose and scope* of the organization, especially if required to be filed with the government (corporations, limited liability companies, limited partnerships per state). Supersede all its other rules. In corporations, Articles of Incorporation cannot be suspended by the organization itself unless the document so provides. With other types of organizations, the creation documents and intent of the organization's creators should be used to interpret whether provisions may be suspended, with special regard to government filings in those organizations where government approval is required to bring the organization into existence. (Interpreted from RONR 2:7)

**"CONSTITUTION & BYLAWS"** = The organization's own *basic rules relating principally to itself as an organization*, rather than to the parliamentary procedure that it follows. "The term bylaws, as used in this book, refers to this single, combination-type instrument—by whatever name the particular organization may describe it—which: 1) Should have essentially the same form and content whether or not the society is incorporated (except for the omission or inclusion of articles on the name and object as noted below); 2) defines the primary characteristics of the organization—in such a way that the bylaws serve as the fundamental instrument establish an unincorporated society, or conform to the corporate charter if there is one; 3) prescribes how the society functions; and 4) includes all rules that the society considers so important that they (a) cannot be changed without previous notice to the members and the vote of a specified large majority (such as a two-thirds vote), and (b) cannot be suspended (with the exception of clauses that provide for their own suspension under specified conditions, or clauses in the nature of rules of order...." (Interpreted from RONR 2:8)

**"SPECIAL RULES OF ORDER"** = Rules related to the *orderly transaction of business in meetings and to the duties of officers* in that connection. The organization's "*basic rules*" generally state that "the current edition" of a *generally accepted manual of parliamentary law* will govern as its parliamentary authority, and then only such *special rules of order as the organization finds necessary to supplement or modify the manual are adopted*. Special rules of order supersede any rules in the parliamentary authority with which they may conflict. (Interpreted from RONR 2:15-16.)

**"RULES OF ORDER"** = Where the organization's own "*basic rules*" do not designate a parliamentary authority, one may be adopted by the same vote as is required to adopt a special rule of order, although it is preferable to amend the basic rules. In a mass meeting or a meeting of a body not yet organized, adoption of a parliamentary authority (or individual rules of order) may take place at the beginning of the meeting by majority vote. (Interpreted from RONR 2:16.)

**"STANDING RULES & POLICIES & PROCEDURES"** = Except in the case of conventions, are rules (1) which are related to the details of the *administration of a society* rather than to parliamentary procedure, and (2) which can be *adopted or changed* upon the same conditions *as any ordinary act of the society*. (Interpreted from RONR 2:23.)

**"CUSTOM"** = A particular practice may sometimes come to be followed as a matter of established custom. (Interpreted from RONR 2:25.)

## **FIVE FUNDAMENTAL BUSINESS ORGANIZATION TYPES**

### **1. SOLE PROPRIETORSHIP**

#### **1 FLESH AND BLOOD PERSON**

**FORMATION** - Free to act in accordance with law, Fully liable for their actions and business

**LAWS** – Look to type of organization, business, or activity

### **2. GENERAL PARTNERSHIPS**

#### **2+ “PERSONS”\***

**FORMATION:** By **Agreement** (not necessarily written agreement.)

**LAWS** – Look to

1. State laws regarding Partnerships (all states have them; look in Business & Professions Code, or similar.)
2. Uniform Partnership Act (subordinate to state and local laws).
  - a. Partners can agree to almost anything between themselves.
  - b. Equal rights in management.
  - c. VOTING: Ordinary matters need majority vote; extraordinary matters must have unanimous consent.
  - d. Partners can only be added with the unanimous consent of the existing Partners / Expulsion: usually governed by Partnership agreement.

### **3. LIMITED PARTNERSHIPS**

#### **2+ “PERSONS”\***

- a. **LIMITED PARTNER(S)** – PASSIVE with limited role; limited to capital investment. If “person” manages or controls the organization (ex: making decisions regarding finances or daily operations; more than merely offering advice), the person may be a General Partner.
- b. **GENERAL PARTNER(S)** – ACTIVE manages or controls the organization (ex: making decisions regarding finances or daily operations), Full personal liability.

**FORMATION:** By **Agreement**

**LAWS** – Look to:

1. State laws regarding Limited Partnerships.
2. Revised Uniform Limited Partnership Act.

### **4. LIMITED LIABILITY COMPANY**

#### **1+ “PERSONS”\***

**FORMATION:** Requires State Approval to exist. Determined by Individual **State law** often includes individuals, corporations, other LLCs and foreign entities.

**LAWS** – Look to:

1. State Laws (especially Business & Professions Code, or similar code.)
2. U.S. Internal Revenue Code.

### **5. CORPORATIONS**

#### **1+ “PERSONS” = CREATES A NEW \*FICTIONAL/IMAGINARY\* PERSON**

**FORMATION:** Requires State Approval after filing Articles of Incorporation & Bylaws requesting permission to exist

**LAWS** – Look to:

1. State Laws (especially Corporations Code, or similar code.)
2. U.S. Internal Revenue Code.

\*“Person” as “flesh and blood” or another business organization type.

Increasing Your RONR Ranking Expertise  
Presented by: Jennifer A. Nickel, J.D., R.P.

**“LAWS”** = Laws (ranked federal, state, local [county, municipal]); ***Existence v. Activity***. (Interpreted from RONR 2:1)

**“ARTICLES OF INCORPORATION”** = ***Creation documents defining the purpose and scope*** of the organization, especially if required to be filed with the government (corporations, limited liability companies, limited partnerships per state). Supersede all its other rules. In corporations, Articles of Incorporation cannot be suspended by the organization itself unless the document so provides. With other types of organizations, the creation documents and intent of the organization’s creators should be used to interpret whether provisions may be suspended, with special regard to government filings in those organizations where government approval is required to bring the organization into existence. (Interpreted from RONR 2:7)

**“CONSTITUTION & BYLAWS”** = The organization’s own ***basic rules relating principally to itself as an organization***, rather than to the parliamentary procedure that it follows. “The term bylaws, as used in this book, refers to this single, combination-type instrument—by whatever name the particular organization may describe it—which: 1) Should have essentially the same form and content whether or not the society is incorporated (except for the omission or inclusion of articles on the name and object as noted below); 2) defines the primary characteristics of the organization—in such a way that the bylaws serve as the fundamental instrument establish an unincorporated society, or conform to the corporate charter if there is one; 3) prescribes how the society functions; and 4) includes all rules that the society considers so important that they (a) cannot be changed without previous notice to the members and the vote of a specified large majority (such as a two-thirds vote), and (b) cannot be suspended (with the exception of clauses that provide for their own suspension under specified conditions, or clauses in the nature of rules of order....” (Interpreted from RONR 2:8)

**“SPECIAL RULES OF ORDER”** = Rules related to the ***orderly transaction of business in meetings and to the duties of officers*** in that connection. The organization’s “*basic rules*” generally state that “the current edition” of a ***generally accepted manual of parliamentary law*** will govern as its parliamentary authority, and then only such ***special rules of order as the organization finds necessary to supplement or modify the manual are adopted***. Special rules of order supersede any rules in the parliamentary authority with which they may conflict. (Interpreted from RONR 2:15-16.)

**“RULES OF ORDER”** = The organization’s “*basic rules*” generally state that “the current edition” of a ***generally accepted manual of parliamentary law*** will govern as its parliamentary authority. Where the organization’s own “*basic rules*” do not designate a parliamentary authority, one may be adopted by the same vote as is required to adopt a special rule of order, although it is preferable to amend the basic rules. In a mass meeting or a meeting of a body not yet organized, adoption of a parliamentary authority (or individual rules of order) may take place at the beginning of the meeting by majority vote. (Interpreted from RONR 2:16.)

**“STANDING RULES & POLICIES & PROCEDURES”** = Except in the case of conventions, are rules (1) which are related to the details of the ***administration of a society*** rather than to parliamentary procedure, and (2) which can be ***adopted or changed*** upon the same conditions ***as any ordinary act of the society***. (Interpreted from RONR 2:23.)

**“CUSTOM”** = A particular practice may sometimes come to be followed as a matter of established custom. (Interpreted from RONR 2:25.)

## **FIVE FUNDAMENTAL BUSINESS ORGANIZATION TYPES**

### **1. SOLE PROPRIETORSHIP**

#### **1 FLESH AND BLOOD PERSON**

**FORMATION** - Free to act in accordance with law, Fully liable for their actions and business

**LAWS** – Look to type of organization, business, or activity

### **2. GENERAL PARTNERSHIPS**

#### **2+ “PERSONS”\***

**FORMATION:** By **Agreement** (not necessarily written agreement.)

**LAWS** – Look to

1. State laws regarding Partnerships (all states have them; look in Business & Professions Code, or similar.)
2. Uniform Partnership Act (subordinate to state and local laws).
  - a. Partners can agree to almost anything between themselves.
  - b. Equal rights in management.
  - c. **VOTING:** Ordinary matters need majority vote; extraordinary matters must have unanimous consent.
  - d. Partners can only be added with the unanimous consent of the existing Partners / Expulsion: usually governed by Partnership agreement.

### **3. LIMITED PARTNERSHIPS**

#### **2+ “PERSONS”\***

- a. **LIMITED PARTNER(S)** – PASSIVE with limited role; limited to capital investment. If “person” manages or controls the organization (ex: making decisions regarding finances or daily operations; more than merely offering advice), the person may be a General Partner.
- b. **GENERAL PARTNER(S)** – ACTIVE manages or controls the organization (ex: making decisions regarding finances or daily operations), Full personal liability.

**FORMATION:** By **Agreement**

**LAWS** – Look to:

1. State laws regarding Limited Partnerships.
2. Revised Uniform Limited Partnership Act.

### **4. LIMITED LIABILITY COMPANY**

#### **1+ “PERSONS”\***

**FORMATION:** Requires State Approval to exist. Determined by Individual **State law** often includes individuals, corporations, other LLCs and foreign entities.

**LAWS** – Look to:

1. State Laws (especially Business & Professions Code, or similar code.)
2. U.S. Internal Revenue Code.

### **5. CORPORATIONS**

#### **1+ “PERSONS” = CREATES A NEW \*FICTIONAL/IMAGINARY\* PERSON**

**FORMATION:** Requires State Approval after filing Articles of Incorporation & Bylaws requesting permission to exist

**LAWS** – Look to:

1. State Laws (especially Corporations Code, or similar code.)
2. U.S. Internal Revenue Code.

\*“Person” as “flesh and blood” or another business organization type.



# 44th NAP Biennial Convention

Renaissance Atlanta Waverly Hotel



## WORKSHOP

### **Getting Down to Business: Forming a Limited Liability Company for Your Parliamentary Enterprise**

3:45 p.m.-5:00 p.m. | Chancellor

## OVERVIEW

This workshop equips attendees with information needed to start up an LLC and covers other considerations, including business licenses, home occupation permits, professional liability insurance, financial institution services, and taxation.

## PRESENTER

### **Susan Eads Role, PRP**



Susan Eads Role is the founder and principal member of Parliamentary Services, LLC, where she provides consulting services to a wide variety of local, state, and national organizations. A longtime member of the National Association of Parliamentarians (NAP) and the American Institute of Parliamentarians, Susan currently serves as the vice-chair of the Commission on Credentialing, which is responsible for NAP's credentialing programs. She is an experienced advisor on parliamentary law and procedure, strategy, and tactics. She also is an accomplished researcher and writer, proficient at analyzing, interpreting, and explaining complex information through memoranda, parliamentary opinions, and presentations. Susan serves as parliamentarian for all types of in-person and electronic meetings; acts as presiding officer and facilitator; oversees elections; conducts parliamentary procedure workshops; and testifies as an expert witness.

In addition to her work as a parliamentarian, Susan is an attorney and former government relations professional and association executive. She belongs to the District of Columbia Bar and the American College of Parliamentary Lawyers. In the course of her career, she worked for the United States House of Representatives and the Indiana Senate. She earned her Bachelor of Arts degree from Hanover College in Hanover, Indiana, and her Doctor of Jurisprudence degree from Indiana University in Bloomington, Indiana. She also holds a Master of Science degree in library and information science from The Catholic University of America in Washington, DC. After living in Washington, DC, for more than 35 years, Susan relocated to New Orleans with her husband last year.

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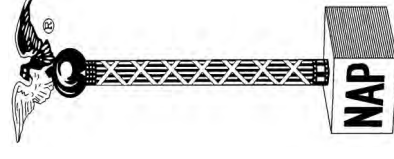
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