

Potential issue: Bylaws dealing with vacant Chair position.

Upon the resignation of the Chair, we initially believed, based on a surface reading of the Bylaws, that the Vice Chair did not automatically rise to the position of Chair. This initial belief was based on the section of the Bylaws quoted below:

Article V, Section 1, Subsection c. (or 3, depending on outline format of document):

“Any member of the Board may be suspended by vote of two-thirds (2/3) of the current Board. Any member of the Board absent from two (2) consecutive regular meetings of the Board may be suspended at adjournment of the second regular meeting. The Board may, by a two-thirds (2/3) vote of the current members, appoint or reinstate Directors if vacancies or suspensions occur. Reinstated or appointed Directors are to serve until the next Convention.”

The phrase “The Board may, by a two-thirds (2/3) vote of the current members, appoint or reinstate Directors if vacancies or suspensions occur.” led us to this initial conclusion.

However, we received information that Robert's Rules have a special clause for dealing with the vacancy of the Chair position.

Per our Bylaws, Article XIII:

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Party in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any Standing Rules, and any Special Rules of Order the Party or the SCC of Directors may adopt.

And, per Roberts, 47:28:

In case of the president's resignation... the vice-president automatically becomes president for the remainder of the term, unless the Bylaws *expressly* provide otherwise for filling a vacancy *in the office of the president*. (See 56:32)
(emphasis in original)

Roberts 56:32:

If the Bylaws are silent as to the method of filling a vacancy in the specific case of the presidency, the vice-president or first vice-president automatically becomes president for the remainder of the term, and the vacancy to be filled arises in the vice-presidency or lowest-ranking vice-presidency; if another method of filling a vacancy in the presidency is desired, it must be prescribed and specified as applying to the office of president in particular.

The tension here is whether the quoted section of Article V, Section 1 of the Bylaws counts as “expressly providing otherwise” for the office of the president/Chair. My conclusion, upon reading these parts of Roberts, is that it does not. I contend that our original belief, that the Article V part of the Bylaws applies to resigned Chairs, is incorrect. Roberts is clear that unless the office of president/Chair is “specified as applying to the office of president *in particular*,” (emphasis mine) the automatic raising of the Vice-Chair is the correct procedure in this situation.

Signed,
Rudolph Kohn,
Secretary, FLPNM, 28 July 2023, 7:13 PM.