

**Key West Garden Club**  
**Bylaw Amendments Proposals**



**April 1, 2026**



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Note: RONR refers to the recommended Parliamentary Authority, *Robert’s Rules of Order, Newly Revised, 12<sup>th</sup> edition*. It is referred to in this report because it is the most recent edition and considered an authority in many institutions across the United States.

With each proposals and motion, we numbered them from 1 through 9 to aid in communication.

## Report of the Bylaw Committee

For those individuals reading this report, thank you for your passion and dedication to the Key West Garden Club. Many of us tend to focus on plants and the fort, but other aspects of the business, such as the bylaws, also need to be addressed on occasion. The last amendment was in June 2015. Generally, most organizations should update their bylaws every three to five years, and whenever major changes (such as Covid) impact it.

At the January 19<sup>th</sup> regular meeting of the Board of Directors, the Board adopted a motion to form the Bylaws Committee and appoint Dr. Carol Prahinski, Professional Registered Parliamentarian, as the chairperson. They requested that some bylaw amendment proposals be prepared for the annual meeting of the members on April 1, 2026, with an expectation that additional bylaw amendment proposals will be prepared for the next fiscal year. A call for committee members was announced to the membership. The first meeting was on February 2, 2026. The committee met weekly on Monday afternoons. Productivity and attendance have been exceptional.

For this set of proposals, we focused on a few high-level concerns, such as:

- Dues
- Elections
- Meetings
- Committees, and the
- Parliamentary Authority

In addition, for these proposals, we adjusted a few locations within the bylaws for some of the content, eliminating Article VI, Financial Administration, and Article VIII, Nominations and Elections. We added Article VIII, Committees.

Our work will continue during the next fiscal year. We invite all interested members to join us by reaching out to the chairperson.

I'd like to thank the committee members for their thoughtful development of these proposals:

Carol Prahinski, Chair  
Melanija Borlja  
Jody Gross  
Mary Olson, President  
Sue Sullivan, Corresponding Secretary

## Motion: To Correct Technical and Conforming Changes

#1

On behalf of the Bylaws Committee, I move the following motion:

That the Bylaws Committee be authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Key West Garden Club in connection with these adopted Bylaw Amendments of the general membership meeting of April 2026.

## Bylaw Proposals

#2

### ARTICLE III: MEMBERSHIP, SECTION 3: Dues

On behalf of the Bylaws Committee, I move to amend by:

- Striking out Article VI: Financial Administration, Section 2, Dues. Dues shall be payable annually in January and are delinquent by March. To remain in good standing active members shall pay dues promptly.
  - A. Active membership dues shall be set by a majority approval vote of the Board of Directors followed by majority approval of the general membership.
  - B. Family membership dues may reflect fiscal reductions as set by majority approval of the Board of Directors.
  
- Adding Section 3: Dues to Article III: Membership, which would read:
  - A. Membership commences when the dues payment has been processed by the Key West Garden Club. The Membership Chair shall notify members one month before the expiration. Members shall renew their dues on or before the expiration date. If the dues have not been paid within one month after the expiration date, the members shall be classified as inactive and are automatically dropped from membership of the Club.
  - B. Membership dues shall be set by the Board of Directors and approved by the members with a majority vote.

Current Bylaw	Bylaw Proposal	If Adopted, It Would Read:
ARTICLE VI: FINANCIAL ADMINISTRATION, SECTION 2: Dues: Dues shall be payable annually in January and are delinquent by March. To remain in good standing active members shall pay dues promptly. A. Active membership dues shall be set by a majority approval vote of the Board of Directors followed by majority approval of the general membership. B. Family membership dues may reflect fiscal reductions as set by	<del>ARTICLE VI: FINANCIAL ADMINISTRATION;            SECTION 2: Dues: Dues shall be payable annually in January and are delinquent by March. To remain in good standing active members shall pay dues promptly.            A.—Active membership dues shall be set by a majority approval vote of the Board of Directors followed by majority approval of the general membership.            B.—Family membership dues may reflect fiscal reductions as set by</del>	SECTION 3: Dues. A. Membership commences when the dues payment has been processed by the Key West Garden Club. The Membership Chair shall notify members one month before the expiration. Members shall renew their dues on or before the expiration date. If the dues have not been paid within one month after the expiration date, the members shall be classified as inactive and

<p>majority approval of the Board of Directors.</p>	<p><del>majority approval of the Board of Directors.</del></p> <p><b>SECTION 3: Dues.</b></p> <p><b>A. Membership commences when the dues payment has been processed by the Key West Garden Club. The Membership Chair shall notify members one month before the expiration. Members shall renew their dues on or before the expiration date. If the dues have not been paid within one month after the expiration date, the members shall be classified as inactive and are automatically dropped from membership of the Club.</b></p> <p><b>B. Membership dues shall be set by the Board of Directors and approved by the members with a majority vote.</b></p>	<p>are automatically dropped from membership of the Club.</p> <p><b>B. Membership dues shall be set by the Board of Directors and approved by the members with a majority vote.</b></p>
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Supporting Logic:

The process of collecting dues has changed. Instead of a fixed date for all members to renew, we retain membership for a 12-month period from whatever date they initially become members. With the adoption of this proposal, the bylaws will reflect the current way of conducting business.

ARTICLE IV, BOARD OF DIRECTORS, SECTION 1, Number & Term of Office

#3

On behalf of the Bylaws Committee, I move to amend Article IV, Board of Directors, Section 1, Number and Term of Office by:

- Inserting “and” before “the immediate past president”
- Striking out “, and appointed committee chairs. New Board members assume their duties at the first Board meeting following an election”

Current Bylaws	Bylaw Proposal	If Adopted, it would read:
The Board of Directors shall consist of the elected officers, the elected directors, the immediate past president, and appointed committee chairs. New Board members assume their duties at the first Board meeting following an election.	The Board of Directors shall consist of the elected officers, the elected directors, <b>and</b> the immediate past president; <del>and appointed committee chairs. New Board members assume their duties at the first Board meeting following an election.</del>	The Board of Directors shall consist of the elected officers, the elected directors, and the immediate past president.

Supporting Logic:

As currently written, the first sentence has two possible meanings. One meaning is that all committee chairs who are appointed, will be on the Board of Directors. The second meaning is that the committee chairs must be appointed to the Board, such as by the president or Board of Directors. The second interpretation aligns with Article V, Section 9, which states, “The President may appoint committee chairs to the Board of Directors.”

The second sentence of Article IV, Section 1, is revised and added to Section 2: Elections, of Article V. This sentence is vague since the date of the first Board meeting is not specified in the bylaws. To ensure a smooth transition, it is helpful to have a clear date and time of transition.

Due to misinterpretation and concern about an excessively large board, the bylaws committee recommends eliminating the option of appointing committee chairs to the Board of Directors by modifying the first sentence of Article IV, Section 1 (shown above) and eliminating Article V, Section 9 (in the next section).

ARTICLE V, DUTIES OF OFFICERS AND BOARD MEMBERS, SECTION 9,  
Committee Chairs

#4

On behalf of the Bylaws Committee, I move to amend Article V, Duties of Officers and Board Members, Section 9, by striking it out in its entirety. Specifically, I recommend striking out “Section 9: Committee Chairs. The President may appoint committee chairs to the Board of Directors. Appointed chairs shall participate in the deliberations of the Board and perform such duties as the President and Board may designate.”

Current Bylaws	Bylaw Proposal	If Adopted, it would read:
Section 9: Committee Chairs. The President may appoint committee chairs to the Board of Directors. Appointed chairs shall participate in the deliberations of the Board and perform such duties as the President and Board may designate.	<del>Section 9: Committee Chairs. The President may appoint committee chairs to the Board of Directors. Appointed chairs shall participate in the deliberations of the Board and perform such duties as the President and Board may designate.</del>	(blank)

Supporting Logic:

As mentioned in the supporting logic of the previous amendment proposal, last paragraph, due to misinterpretation and concern about an excessively large board, the bylaws committee recommends eliminating the option of appointing committee chairs to the Board of Directors by modifying the first sentence of Article IV, Section 1 (shown above) and eliminating Article V, Section 9..

ARTICLE IV: BOARD OF DIRECTORS, SECTION 8, Fiscal Year

#5

On behalf of the Bylaws Committee, I move to amend by:

- Striking out “ARTICLE VI: FINANCIAL ADMINISTRATION, SECTION 1, Fiscal Year. The fiscal year of the Club shall commence on the first day of May each year.”
- Inserting “ARTICLE IV: BOARD OF DIRECTORS, SECTION 8: Fiscal Year. The fiscal year of the Club shall commence on the first day of May each year.”

Current Bylaw:	Bylaw Proposal:	If adopted, it would read:
<p>ARTICLE VI: FINANCIAL ADMINISTRATION, SECTION 1: Fiscal Year. The fiscal year of the Club shall commence on the first day of May each year.</p>	<p><del>ARTICLE VI: FINANCIAL ADMINISTRATION, SECTION 1: Fiscal Year. The fiscal year of the Club shall commence on the first day of May each year.</del></p> <p>ARTICLE IV: Board of Directors, SECTION 8: Fiscal Year. The fiscal year of the Club shall commence on the first day of May each year.</p>	<p>ARTICLE IV: BOARD OF DIRECTORS, SECTION 8: Fiscal Year. The fiscal year of the Club shall commence on the first day of May each year.</p>

Supporting Logic:

The purpose of this amendment is to move the contents from Article VI, Financial Administration, to an appropriate place, the Board of Directors. We propose eliminating Article VI.

**ARTICLE V: DUTIES OF OFFICERS AND BOARD MEMBERS,  
SECTION 2, Elections and Removal**



On behalf of the Bylaws Committee, I move to amend by:

- By striking out “Article VIII: Nominations and Elections, Section 3: Elections. The President shall call for nominations from the floor. If nominations are made from the floor, the election must proceed by ballot. If there are no nominations from the floor, a Club member shall make a motion for the voting to be closed. The motion must receive a second, whereby the President shall ask for a vote on the motion. If the motion receives majority approval by the Club members present at the meeting, the slate shall be accepted.”
- By inserting, “Article V: Duties of Officers and Board Members, Section 2: Elections and Removal.
  - A. The President shall call for nominations from the floor.
  - B. Elections shall be by ballot unless only one candidate is nominated for a position, in which the vote may be by acclamation. A majority vote is required for election.
  - C. Each member shall be entitled to one vote. Proxy voting is not accepted.
  - D. The elected officers take their position at the end of the regular meeting in which the election was held.
  - E. Officers shall hold office for a term of two years or until their successors are elected. Officers may be removed from office by the Board of Directors for cause by a two-third vote as provided in the parliamentary authority.”

<b>Current Bylaws</b>	<b>Proposed Amendment</b>	<b>If Adopted, It Would Read:</b>
Article VIII: Nominations and Elections, Section 3: Elections. The President shall call for nominations from the floor. If nominations are made from the floor, the election must proceed by ballot. If there are no nominations from the floor, a Club member shall make a motion for the voting to be closed. The motion must receive a second, whereby the President shall ask for a vote on the motion. If the	<del>Article VIII: Nominations and Elections. Section 3: Elections. The President shall call for nominations from the floor. If nominations are made from the floor, the election must proceed by ballot. If there are no nominations from the floor, a Club member shall make a motion for the voting to be closed. The motion must receive a second, whereby the President shall ask for a vote on the motion. If the</del>	ARTICLE V: DUTIES OF OFFICERS AND BOARD MEMBERS, SECTION 2: Elections and Removal. A. The President shall call for nominations from the floor. B. Elections shall be by ballot unless only one candidate is nominated for a position, in which the vote may be by acclamation. A majority vote is required for election.

<p>motion receives majority approval by the Club members present at the meeting, the slate shall be accepted.</p>	<p><del>motion receives majority approval by the Club members present at the meeting, the slate shall be accepted.</del></p> <p><b>ARTICLE V: DUTIES OF OFFICERS AND BOARD MEMBERS, SECTION 2: Elections and Removal.</b></p> <p><b>A. The President shall call for nominations from the floor.</b></p> <p><b>B. Elections shall be by ballot unless only one candidate is nominated for a position, in which the vote may be by acclamation. A majority vote is required for election.</b></p> <p><b>C. Each member shall be entitled to one vote. Proxy voting is not accepted.</b></p> <p><b>D. The elected officers and directors take their position at the end of the regular meeting in which the election was held.</b></p> <p><b>E. Officers shall hold office for a term of two years or until their successors are elected. Officers may be removed from office by the Board of Directors for cause by a two-third vote as provided in the parliamentary authority.</b></p>	<p>C. Each member shall be entitled to one vote. Proxy voting is not accepted.</p> <p>D. The elected officers and directors take their position at the end of the regular meeting in which the election was held.</p> <p>E. Officers shall hold office for a term of two years or until their successors are elected. Officers may be removed from office by the Board of Directors for cause by a two-third vote as provided in the parliamentary authority.</p>
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## Supporting Logic:

The current bylaws (Article VIII, Section 3, Elections) have a lot of details of parliamentary process, which are not needed in the bylaws, such as the motion to close nominations, a second, and a vote. In addition, this process is inaccurate: the motion to close nominations requires a second (true) but the vote does not elect the slate; the vote would be that members agree to close nominations. A second vote is required to vote for the nominated candidates. If there are no further nominations, the chair can use unanimous consent to close nominations and then call for the vote to nominate the individuals presented by the committee.

We recommend moving the section on elections to the Article on Officers, which is its most appropriate location.

Although a ballot is mentioned in Section 1 of Article VIII, there is no mention of a ballot within the discussion of the election (Section 3). It should be included and has been added to Subsection B.

In the current bylaws, the phrase “members present at the meeting” regarding the basis of the vote is poorly considered. This statement means that those members who choose to abstain would be counted as a no vote. Instead, *Robert’s Rules of Order, Newly Revised*, recommend the phrase “those present and voting” so that only those who are voting are counted as the total votes cast. Since we recommend using the most recent version as our Parliamentary Authority, the phrase can be left out of the bylaws; it is covered by the Parliamentary Authority.

For Subsection C, we recommend adding it to prevent imbalances to the philosophy and democratic principle of “One Man, One Vote.”

For Subsection D, we recommend moving and revising the content from Article IV, Section 1, second sentence.

For Subsection E, we included guidance to the Board of Directors on the process of, if needed, removing an officer for cause. We recognize some duplication (not contradictory) and plan to address it with bylaw proposals next fiscal year.

## ARTICLE VII: MEETINGS



On behalf of the Bylaws Committee, I move to amend by substituting the following passage (in red) for the entire Article VII: Meetings (in black).

### **Proposed motion to substitute ARTICLE VII: MEETINGS**

SECTION 1: Membership Meetings. General membership meetings of the Club shall be held six times per year between November through April of the following year on a consistent day of the month, and time of day, as determined by the Board of Directors and communicated to members prior to October 1. The location will be the Garden Club, 1100 Atlantic Blvd., Key West.

SECTION 2: Annual Meeting. The regular meeting in April shall be known as the annual meeting. Annual reports are received from officers and standing committees. Officers and directors are elected in odd-numbered years. The president will appoint a Minutes Review Committee, which will adopt the minutes of the Annual meeting within two months of the meeting.

SECTION 3: Special Meetings. A special meeting of the members of the Club shall be called by the President upon request of the Board of Directors or upon the call of at least 12 members. The notice of the meeting shall be given at least five days before and no more than 10 days before the meeting. The purpose of the meeting will be included in the call of the meeting.

SECTION 4: Quorum. Fifteen members of the Club shall constitute a quorum at any general membership meeting.

SECTION 5, Electronic Meetings. The membership, Board of Directors, Executive Committee, standing committees, and special committees are authorized to meet electronically or in a hybrid format as long as all participants can simultaneously hear each other and fully participate in the meeting.

### **For the current ARTICLE VII: MEETINGS**

SECTION 1: Membership Meetings. General membership meetings of the Club shall be held on the first Thursday of each month from October through April of the following year. Any business requiring attention shall be placed on the agenda prior to the meeting. The Board of Directors shall determine the time and the location of these meetings.

SECTION 2: Special Meetings. A special meeting of the members of the Club may be called by the President upon request of the Board of Directors or upon the written request of five or more members of the Club. Notice of these special meetings shall be provided to Club members by mail, telephone, and/or electronically.

SECTION 3: Quorum. Fifteen members of the Club shall constitute a quorum at any general membership meeting.

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Supporting Logic:

**For Section 1:** It is important that the club select meeting times at which most members can attend. Organizations can use one of two methods to communicate the meeting times:

- The bylaws would fix the date of the meetings, and the standing rules should establish the hour and place.
- Or by resolution (e.g., a motion to determine the next meeting date).

With this bylaw proposal, the committee has asked the members to allow the Board to select the meeting dates each summer such that they are consistent each month.

**For Section 2:** Although the Key West Garden Club has a meeting at the end of the year which is typically called an annual meeting, the bylaws did not mention or formalize this meeting's purpose.

RONR (48:12) suggests that if an organization will not be meeting in the next quarterly time period that a Minutes Review Committee (MRC) be established to review and adopt the minutes. At the following meeting (in November), the members will amend and/or approve the MRC minutes.

**For Section 3:** Special meetings are rarely called but are important for quick decision-making on a specific topic.

- The current bylaws note that the President may call a meeting. We wanted to enforce the president to call the meeting if the minimum thresholds are met.
- The purpose (RONR 9:13) and the minimum number of days for notice (RONR 9:14) should be included in the call of the meeting.
- Ideally, the number of members that can call a meeting of the members should be a high number, such as the number of members required for quorum (which is currently 15).

**For Section 5:** This bylaw amendment will permit the members and leaders the opportunity to meet electronically, which is especially needed over the summer months or during calamities.

## New ARTICLE VIII: COMMITTEES

On behalf of the Bylaws Committee, I move to amend by substituting the following passage (in red) for the entire Article VIII: Nominations and Elections (in black).

### **Proposed motion to substitute ARTICLE VIII: COMMITTEES**

SECTION 1. Budget. After the annual meeting, the President shall designate a committee, which includes the Treasurer, to prepare an annual budget. The Board of Directors shall approve the budget within 45 days after the start of the fiscal year.

#### SECTION 2. Nominations.

- A. At the call for the December general membership meeting in even numbered years, a call for nominations is issued for the chair of the nominations committee. A member in good standing shall be elected as the nominations committee chair at that December meeting. The chair will appoint two additional members in good standing to the committee. Two of the three committee members shall not be current Board members. The committee will issue a call for nominations by the following January.
- B. At least 30 days prior to the election, the nominations committee shall submit in writing to the members at least one nominee for each elected position. No nominee shall be placed on the ballot unless he or she has signified willingness to serve in writing.

SECTION 3: Additional Committees. Such other committees, standing or special, may be established by the Board of Directors as it shall from time to time deem necessary to carry on its work. The chair shall be appointed by a majority vote of the Board of Directors unless this rule is suspended by a two-thirds vote before their appointment. The President shall be ex officio member of all committees except the Nominations Committee and any disciplinary committees.

SECTION 4: Reports. At the annual meeting, all standing committees submit a written report to the membership. Upon request of the president or upon completion of the special committee responsibilities, the committee chair shall submit a written report to the Board of Directors.

### **For the current ARTICLE VIII: NOMINATIONS AND ELECTIONS**

SECTION 1: Nominating Committee. By January of each odd numbered year, the President shall appoint a nominating committee consisting of three members in good standing of the Club. At least (30) thirty days prior to the election, the nominating committee shall present a slate of nominees to the Board of Directors for majority approval. No nominee shall be placed on the ballot unless he or she has signified willingness to serve if elected.

SECTION 2: Report of the Nominating Committee. Following approval by the Board, written notice of the slate for Officers and Directors shall be posted in a prominent place in the

Garden Center. The Nominating Committee shall present the slate of nominees for election at the April general membership meeting.

**SECTION 3: Elections.** The President shall call for nominations from the floor. If nominations are made from the floor, the election must proceed by ballot. If there are no nominations from the floor, a Club member shall make a motion for the voting to be closed. The motion must receive a second, whereby the President shall ask for a vote on the motion. If the motion receives majority approval by the Club members present at the meeting, the slate shall be accepted.

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Supporting Logic:

**For Section 1:** The current bylaw for the budget committee does not include when the committee is established, who should be on the committee, and when the budget must be approved. Some confusion is created because there are three nouns: the president, the budget, and the Board of Directors. The sentence should be separated into two sentences.

**For Section 2:** A separate article on nominations and elections is unnecessary. The committee content should be placed in an article on committees. The elections should be placed in the article on officers since they are associated with officers.

The purpose of the amendments to Article VIII, Section 1 (which will become Section 2, A): The nominations committee should be independent of the president and Board of Directors. However, the committee could benefit from knowledgeable currently board members or those who served on the Board in the past. The committee would also benefit from an additional four weeks to interview the possible candidates. Therefore, we suggest that the committee issue a call for nominations to learn of interested and eligible candidates for office.

For Article VIII, section 2 (which will become Section 2, B), the term “slate of officers” is not included in the parliamentary authority, so the intentions of the term were incorporated within the bylaws.

**For Section 3:** We suggest including Section 3 to provide the Board flexibility to add committees as needed to assist in the completion of the many varied projects and endeavors on behalf of the KWGC.

**For Section 4:** The members benefit from an annual report from each standing committee. In addition, current practice is that all special committees submit written reports at regular meetings of the Board. This section ensures that committee chairs’ expectations are aligned with practice.

ARTICLE IX: PARLIAMENTARY AUTHORITY

On behalf of the Bylaws Committee, I move to amend by substituting the former wording in Article IX Parliamentary Authority with the proposed wording.

The former wording is “The rules contained in Roberts Rules of Order, Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws.”

The proposed wording is “The rules contained in the current edition of *Robert’s Rules of Order, Newly Revised*, current edition, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.”

Current Bylaws	Proposed Amendment	If Adopted, It Would Read:
<p>The rules contained in Roberts Rules of Order, Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws.</p>	<p><del>The rules contained in Roberts Rules of Order, Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws.</del> <b>The rules contained in the current edition of <i>Robert’s Rules of Order, Newly Revised</i>, current edition, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.</b></p>	<p>The rules contained in the current edition of <i>Robert’s Rules of Order, Newly Revised</i>, current edition, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.</p>

Supporting Logic:

The RRO parliamentary authority identified in the bylaws was most recently published in 1951 and contained 300 pages on 3” x 5” pages. The most recent edition of RONR contains over 700 pages on 5”x7” pages. The most recent book will provide guidance and protect the organization more fully than the current parliamentary authority specified.

# Bylaw Guidance from Robert’s Rules of Order, Newly Revised (RONR)

## Officer Removal

From RONR 56:29, “Careful thought should be given to whether, given the circumstances of the particular organization, it is preferable (1) to permit removal of officers only for cause, through disciplinary proceedings that may involve a formal trial, or (2) instead to permit their removal at the pleasure of the membership by a two-thirds vote, a majority vote when previous notice has been given, or a vote of a majority of the entire membership—any one of which will suffice (see 62:16).

56:30 To accomplish the first alternative, the bylaws may provide that officers “shall hold office for a term of \_\_\_\_\_ year(s) and until their successors are elected.” To accomplish the second alternative, the bylaws may provide that officers “shall hold office for a term of \_\_\_\_\_ year(s) or until their successors are elected.” (Emphases added.) Because the significant difference in effect between the use of “and” and “or” is unlikely to be clear to most members, it may be desirable (although it is not essential) to add an explanatory sentence, such as:

- For the first alternative: “Officers may be removed from office for cause by disciplinary proceedings as provided in the parliamentary authority.”
- For the second alternative: “Officers may be removed from office at the pleasure of the membership as provided in the parliamentary authority.”

## Meetings

**56:33 Article V: Meetings.** The first section of the article on meetings should fix the day on which regular meetings of the society are to be held—as by specifying, for example, “the first Friday of each month.” If the words “unless otherwise ordered by the Society [or “Executive Board”]” are added, the date can be changed in an unusual circumstance, but only for that single meeting on that particular occasion, and not for a period of time including several meetings. To change the general rule fixing the time for meetings would require amendment of the bylaws. The hour and place at which meetings are to be held should not be specified in the bylaws, but should be established by a standing rule (2) adopted by the society or, if it is empowered to do so, by the executive board.

56:34 Some organizations prefer to **schedule meetings by resolution**. If so, the bylaws should provide for the number of days' notice required before regular meetings, since under such a practice members cannot determine the meeting dates by consulting the bylaws. Unless otherwise provided in the bylaws, the number of days is computed by counting all calendar days (including holidays and weekends), excluding the day of the meeting but including the day the notice is sent.

56:35 In a separate section it should be provided that “The regular meeting... [specifying which one, as “on the last Tuesday in May”] shall be known as the **annual meeting.**” As explained in 9, this meeting is conducted in the same way as any regular meeting, except that officers are elected and annual reports are received from officers and standing committees.

56:36 A section authorizing the calling of **special meetings** should state by whom such meetings can be called—such as the president, the board, or a specified number of members nearly equal to a quorum—and the number of days' notice required. It may be well to provide that no business shall be transacted except that mentioned in the call (that is, the notice) of the special meeting, although this rule would apply even if not expressly stated (see 9:15). If the bylaws do not authorize the calling of special meetings, such meetings are not permitted—except when authorized by the assembly itself, as part of formal disciplinary procedures, for purposes of conducting a trial and determining a punishment (see 63:21n9).

## Committees

56:44 Article VII: Committees. The article on committees should provide for the establishment of each of the standing committees (50) that it is known will be required. A separate section devoted to each of these committees should give its name, composition, manner of selection, and duties. If this article names certain standing committees, no other standing committees can be appointed without amending the bylaws, unless a provision is included—usually in a separate section of the article as described below—permitting the establishment of such other standing committees as are deemed necessary to carry on the work of the society. In any event, if a standing committee is to have standing authority to act for the society without specific instructions, if business of a certain class is to be automatically referred to it, or if some other rule of parliamentary procedure is affected by the committee's assigned function, such procedure must be prescribed in a provision of the bylaws or in a special rule of order, establishing the committee by name.

56:45 The number and nature of the standing committees that may be named in individual sections of this article will depend on the size and object of the organization. The standing committees most frequently established by local societies are few in number; they may include a committee on membership, a program committee, and sometimes a finance committee. (A section relating to the nominating committee, when included, is usually located not in this article but in the article on officers, where nomination and election procedures are usually prescribed.) In national or state bodies more committees may be needed, but local units should not try to establish a committee to correspond to each one in the superior body, and the superior body generally should not require them to do so.

56:46 Appointment of special committees is usually provided for in a separate section that may also, as indicated above, provide for the appointment of additional standing committees. When this section empowers the president to appoint such special committees or additional standing committees as the society or the board shall direct, he is not thereby authorized to appoint other committees on his own initiative. If the president is to appoint committees and it is desired that he have standing authority to appoint non-assembly members to positions on the committees without submitting these persons' names to the assembly for approval, this section should contain a provision to that effect (see 13:15, 50:12, 50:13(d)).

56:47 This section may also provide that certain officers—for example, the president—“shall be ex officio a member of all committees except the Nominating Committee.” In that case, the president has the right, but not the duty, of participating in the work of the committees (see also 49:8, 50:16). Without such a provision, he has no vote within the committees, nor can he attend their meetings except as invited by a particular committee. The nominating committee should always be expressly excluded in a provision making the president an ex-officio member of committees. It may also be advisable to exclude all disciplinary committees—such as trial and investigating committees—both from a provision making the president an ex-officio member of committees and from a provision authorizing the president to appoint committees.