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Parliamentary Opinion

April 16, 2024

Introduction

I was asked by the board to answer some questions regarding special membership meetings, a petition the board received, and who is authorized to call for a special membership meeting.

Background Information Provided

1. Emails from the board containing emails from the “core group”
2. Video conferences with the board

Sources Consulted

1. Robert’s Rules of Order Newly Revised 12th Edition (RONR)
2. AIP Standard Code of Parliamentary Procedure (SCPP)
3. Texas Nonprofit State Statute §22.155 “Special Meetings of Members”
4. Texas Nonprofit State Statute §22.156 “Notice of Meeting”
5. Texas Association of the Deaf Bylaws 2021

Opinion

A group of members of the Texas Association of the Deaf (TAD) wishes to call for a special membership meeting to be held in Austin, Texas on Saturday, June 15, 2024.

The TAD bylaws does not have an article or section covering special membership meetings. RONR states the following:

9:13 A special meeting (or called meeting) is a separate session of a society held at a time different from that of any regular meeting, and convened only to consider one or more items of business specified in the call of the meeting. Notice of the time, place, and purpose of the meeting, clearly and specifically describing the subject matter of the motions or items of business to be brought up, must be sent to all members a reasonable number of days in advance. ***The reason for special meetings is to deal with matters that may arise between regular meetings and that require action by the society before the next regular meeting, or to dedicate an entire session to one or more particular matters.*** As in the case of a regular meeting, the session of a special meeting in an ordinary society is normally concluded in a single meeting, unless the assembly at the special meeting schedules an adjourned meeting (see below).

9:14 ***Special meetings can properly be called only (a) as authorized in the bylaws (see 56:36); or (b) 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). A

section of the bylaws that authorizes the calling of special meetings should prescribe: 1) by whom such a meeting is to be called—which provision is usually in the form of a statement that the president (or, in large organizations, the president with the approval of the board) can call a special meeting, and that he shall call a special meeting at the written request of a specific number of members; and 2) the number of days' notice required. The number of days is computed in the same manner as for regular meetings (see 9:4). The president directs the secretary to send the notice of the special meeting to all members at the society's expense in compliance with the bylaws no later than the required number of days in advance, making sure that it contains all the necessary information.

While TAD's bylaws state RONR as the parliamentary authority, the SCPP is another authoritative parliamentary procedure manual used by some organizations. It states the following:

Special Meetings 18.9. A special meeting, also known as a called meeting, is a meeting that is not regularly scheduled and is held to conduct specified business as stated in the call of the meeting. **Any special meetings of an organization or a board must be called in accordance with the bylaw provisions governing special meetings or in accordance with applicable statutory requirements. If special meetings are not authorized in the bylaws or statute, a special meeting cannot be held.** If special meetings are to be authorized, the organization's documents must provide the method by which special meetings may be called, who may call the special meeting, the notice required, and specific requirements for what business may be conducted at a special meeting. For example, the bylaws may provide that special meetings may be called by the board or must be called upon petition by 10 percent of the membership with no less than a one-week notice via email to consider the items listed in the call of the meeting.

While both parliamentary authorities, in general, do not allow special meetings to take place when it is not stated in the bylaws, a state statute is more authoritative. Under statute §22-155 "Special Meetings of Members" the statute states the following:

§ 22.155. SPECIAL MEETINGS OF MEMBERS. A special meeting of the members of a corporation may be called by:

- 1) the president;
- 2) the board of directors;
- 3) members having not less than one-tenth of the votes entitled to be cast at the meeting;
- 4) other officers or persons as provided by the certificate of formation or bylaws of the corporation.

Acts 2003, 78th Leg., ch. 182, § 1, eff. Jan. 1, 2006.

In addition, state statute under §22.156 “Notice of Meeting” sets the timing for a meeting to be held:

§ 22.156. NOTICE OF MEETING. (a) A corporation other than a church shall provide written notice of the place, date, and time of a meeting of the members of the corporation and, if the meeting is a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered to each member entitled to vote at the meeting **not later than the 10th day and not earlier than the 60th day before the date of the meeting.**

If the meeting is to be set for Saturday, June 15, 2024, the not earlier than the 60th day the before the date of the meeting and no later than the 10th day means, no earlier than April 16, 2024 and no later than June 5, 2024.

On March 25, 2024, one member sent the President an email saying the following:

“Please call for the special meeting in Austin ASAP. Please do it soon”

State statute §22.155 requires members having not less than one-tenth of the votes entitled to be cast at the meeting. This request is null and void. Also it was sent before April 16, 2024.

Before April 16, 2024, a petition was sent to the TAD Board of Directors. First, the request for a special meeting with a petition attached did not meet the timeline. Second, it contained a list of names who attended a town hall meeting on March 23, 2024. It was not a list of those agreeing for the call of a special membership meeting. The list also included the President of TAD who attended through video conference. For the two reasons, the call for a special meeting is null and void.

Conclusion

Because §22.155 and §22.156 were not met, the President exercised her right to call a special membership meeting to take place on Saturday, June 15, 2024 to be held in San Antonio, Texas. The purpose of the meeting is to address any issues the membership may have.

Disclaimer

This is a parliamentary opinion based on the information provided. If there is additional or new information, the opinion may change.



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