

# The Ohio State Beekeepers' Association, Inc. Constitution

## ARTICLE I - NAME

The name of the organization shall be The Ohio State Beekeepers' Association, Inc. Here after cited as "OSBA", "the Association," "the organization", or "the corporation."

## ARTICLE II - PURPOSE

~~The purpose of the association is to promote the general interest of beekeeping in the state of Ohio. The Ohio State Beekeepers Association, Inc. promotes sustainable beekeeping by providing education and training, resources and outreach to beekeepers, local beekeepers' associations and the general public.~~

## ARTICLE III - ORGANIZATION

**Section 1.** The Ohio State Beekeepers' Association is incorporated as a not for profit organization under the Ohio Revised Code. The corporation is organized exclusively for charitable, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 2.** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose.

**Section 3.** No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 4.** Not with standing any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

**Section 5.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the ~~organization~~ statutory agent is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Section 6.** The organization will maintain current and active registration with applicable State of Ohio and Federal governmental agencies as required of a nonprofit organization.

## ARTICLE IV – MEMBERSHIP

**Section 1. Eligibility** - Any person is eligible to become an active member of OSBA by subscribing to the purposes and goals of OSBA and paying dues as set forth in the Bylaws.

1. Firms, corporations and associations may join OSBA as non-voting members.

**Section 2. Dues** - The Board of Directors shall establish membership levels and the amount of the annual dues. Each member in good standing for the current year shall be entitled to one (1) vote at any membership meeting of the Association.

**Section 3. Termination** – Non-payment of dues shall be considered as voluntary resignation of membership sixty (60) days after the first day of the fiscal year that the dues are effective.

1. Members shall be placed in an inactive status until such time as the membership has been paid. Reinstatement will be effective with payment of the current dues.

**Section 4. Discipline** - A member may be censured, suspended or expelled for cause, by a 2/3rds vote of a meeting of the board of directors using the Due Process Procedures described in ~~Robert's Rules of Order~~ the Bylaws.

## ARTICLE V – OFFICERS

**Section 1. Number of Officers** - The officers of the organization shall be a President, Vice-President, Treasurer, Secretary, and Immediate Past President ~~(ex-officio)~~.

1. **President** - The President shall provide leadership to the association ~~and manage the day-to-day activities of the association as designated by the Board of Directors~~. The President shall perform all other duties as set forth in the Bylaws.
2. **Vice President** - **In the absence of the President, the** Vice President shall assume the responsibilities ordinarily falling upon the President if the President is unable to ~~do so and be responsible for arranging the state conference(s)~~. The Vice President shall be a member of the Conference Committee.
3. **Secretary** - The Secretary shall maintain all records of the ~~a~~ Association. The Secretary shall record and maintain the minutes of the Board of Directors' meetings and all Executive Committee meetings and membership meetings. The Secretary shall perform all other duties as set forth in the Bylaws.
4. **Treasurer** - Under direction of the Financial Review Committee, The Treasurer shall keep the financial records in good condition showing all amounts received and disbursed and shall sign drafts and checks of the Association in the discharge of day to day budgeted business.
  - i. The Treasurer shall be bonded in accordance with Ohio laws.
  - ii. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors.
  - iii. The Treasurer shall perform all other duties as set forth in the Bylaws.
5. **Immediate Past President** - The Immediate Past President shall be an executive board ~~member~~ with no voting rights and shall perform duties assigned to them by the President.

**Section 2. Election and Term of Office** - The officers, President, Vice-President, Secretary and Treasurer shall be elected at the annual meeting by the membership.

1. Terms shall be staggered, as defined in the Bylaws, so that two of the four officers are up for election in opposite years from the other two Officers.
2. Officers shall serve a two-year term, their terms expiring on December 31st of the second year of their term.
3. If appointed to office for less than half a term, it shall not count toward the term limit.
4. Persons who have served two consecutive terms of office are not eligible to hold an executive board office for a two-year period following their terms. ~~These individuals may run for Regional Director or serve as Regional Representative.~~

**Section 3. Officer Requirements** - As representatives of OSBA and advocates of best beekeeping practices, Officers must be:

1. Members in good standing of the Association,
2. Residents of Ohio,

~~3. A beekeeper of their own bee hives, someone else's hives or employed as a beekeeper for a business.~~

~~4.3. Officers who are beekeepers M~~ay not opt out of the state apiary inspection program.

**Section 4. Adverse Interest** - Officers shall not include any logo, seal, title or position from another organization outside of OSBA in any written or verbal communication when acting as an agent of OSBA.

**Section 5. Discipline** – An officer may be censured, suspended or expelled for cause, by a 2/3rds vote of a meeting of the board of directors using the Due Process Procedures described in ~~Robert's Rules of Order~~the Bylaws. Any vacancy that occurs for any reason shall be filled in accordance with ORC 1702.29.

## ARTICLE VI - EXECUTIVE COMMITTEE

**Section 1. Members** - The Executive Committee of the Association shall be: President, Vice-President, Secretary, Treasurer and Immediate Past President. The Officers and the Board shall determine the day-to-day control and direction of the affairs of the Association that shall be vested in the Executive Committee.

**Section 2. Meetings** - The Executive Committee shall meet as required to deal with the day to day business of the ~~association~~Association. The president shall chair the Executive Board Meetings.

1. Executive Committee Meetings may be face to face, by teleconference, by e-mail or other future technologies agreed upon by the executive committee.
2. A quorum of the executive committee shall be at least 75% of the executive board (not to include the past president).
3. In the event an officer cannot be present at the agreed upon time, the member shall be notified of the issues at hand prior to any formal action taking place. Such notice shall be effective when sent by U.S. mail, or e-mail to the contact information on the ~~association~~Association books."

## ~~ARTICLE VII - REGIONAL DIRECTORS~~

~~**Section 1. Number of Regional Directors**—There shall be nine (9) Regional Directors, each representing, and being a resident of one of the nine OSBA administrative regions defined in the Bylaws.~~

~~**Section 2. Election and Term of Office**—Regional Directors shall be elected by the members residing in their region, at an Annual Meeting.~~

- ~~1. Regional Directors shall serve a term of three years (3) commencing on January 1st following their election and concluding on December 31st of the third year following their election.~~
- ~~2. Terms shall run such that three (3) Regional Director positions are up for election each year.~~

## ARTICLE VII- REGIONAL DIRECTORS

**Section 1. Number of Regional Directors** - There shall be nine (9) Regional Directors, each representing, and being a resident of one of the nine OSBA administrative regions defined in the Bylaws.

**Section 2. Election and Term of Office** - Regional Directors shall be elected by the members residing in their region, at an Annual Meeting.

1. Regional Directors shall serve a term of three years (3) commencing on January 1st following their election and concluding on December 31st of the third year following their election.
2. Terms shall run such that three (3) Regional Director positions are up for election each year.

2-3. Regional Directors are limited to two (2) consecutive elected terms.

**Section 3. Regional Director Requirements** - As representatives of OSBA and advocates of best beekeeping practices, Regional Directors must be:

1. Members in good standing of the Association
2. Residents of Ohio and reside in the region they are representing

~~3.—A beekeeper of their own bee hives, someone else's hives or employed as a beekeeper for a business.~~

~~4.3. Regional Directors who are beekeepers M~~may not opt out of the state apiary inspection program.

**Section 4. Adverse Interest** - Regional Directors shall not include any logo, seal, title or position from another organization outside of OSBA in any written or verbal communication when acting as an agent of OSBA.

**Section 5. Discipline** – A Regional Director may be censured, suspended or expelled for cause, by a 2/3rds vote of a meeting of the board of directors using the Due Process Procedures described in ~~Robert's Rules of Order~~the Bylaws. Any vacancy that occurs for any reason shall be filled in accordance with ORC 1702.29.

## ARTICLE VIII - REGIONAL REPRESENTATIVES

**Section 1. Number of Regional Representatives** - There shall be nine (9) Regional Representatives, each representing and being a resident of one of the nine OSBA administrative regions defined in the Bylaws.

~~The Nominating Committee shall accept nominations from local associations and the general membership to be presented to the Board of Directors. The Board of Directors shall appoint one nominee per region by majority vote.~~

~~1.—Regional Representatives shall be selected from the various clubs within the Region as defined in the Bylaws.~~

~~2.—Positions will be offered to those clubs (recognized by OSBA as identified on the OSBA website as "Local Associations") in alphabetical order on a rotating basis.~~

~~3.—The clubs will choose the representative, living in the club's OSBA defined region, who will serve a one-year term.~~

~~4.—In the event a club fails to appoint a representative that year, it will fall to the next club in order.~~

~~**Section 2. Term of Office** - Regional Representatives shall be nominated by the club and confirmed by vote of the Board of Directors at a regular or special meeting.~~

~~4—~~ Regional Representatives shall serve a term of one year commencing on January 1st or the date of confirmation if after January 1st and concluding on December 31st.

~~2.—Representatives must be members in good standing of the Association, to be eligible for office and must reside in the region they are representing.~~

**Section 3. Regional Representative Requirements** - As representatives of OSBA and advocates of best beekeeping practices, Regional Representatives must be:

1. Members in good standing of the Association.

2. Residents of Ohio and living in the OSBA defined region they will represent.

~~3.—A beekeeper of their own bee hives, someone else's hives or employed as a beekeeper for a business.~~

~~4.3. Regional Representatives who are beekeepers M~~may not opt out of the state apiary inspection program.

**Section 4. Adverse Interest-** Regional Representatives shall not include any logo, seal, title or position from another organization outside of OSBA in any written or verbal communication when acting as an agent of OSBA.

**Section 5. Discipline** – A Regional Representative may be censured, suspended or expelled for cause, by a 2/3rds vote of a meeting of the board of directors using the Due Process Procedures described in ~~Robert's Rules of Order~~the Bylaws. Any vacancy that occurs for any reason shall be filled in accordance with ORC 1702.29.

## ARTICLE IX - BOARD OF DIRECTORS

**Section 1. Board Members** - The organization shall be managed by a Board of Directors consisting of the five Officers, nine Regional Directors and nine Regional Representatives.

**Section 2. Quorum** - A quorum of the Board of Directors shall consist of at least ~~eight (8) Board of Director members — at least six (6) of whom are either Regional Directors or Regional Representatives a majority of board members in office and including~~ at least two (2) of whom are Executive Officers.

1. Once a quorum has been met, the meeting may continue to transact business until adjournment, even if the withdrawal of some members in the meeting results in representation of less than a quorum.

## Article X - BOARD OF DIRECTORS MEETINGS

~~**Section 1. Robert's Rules of Order** — Meetings of the Board of Directors shall be conducted using Robert's Rules of Order unless otherwise suspended by a majority vote of the members present.~~

**Section 21. Regular Meetings** - The Board of Directors ~~shall~~must hold one meeting after the election, before the end of the year, for the purpose of appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. Meetings may be face to face, by teleconference, by e-mail or other future technologies agreed upon by the Board of Directors. The Board of Directors may provide, by resolution, for additional regular meetings.

**Section 32. Special Meetings** - Special meetings may be called by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by regular US mail (effective when ~~sent~~postmarked) or e-mail (effective when sent) using the ~~email addresses~~contact information provided for official contact by each board member. Meetings may be face to face, by teleconference, by e-mail, or other future technologies agreed upon by the Board of Directors. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

**Section 43. Procedures** - The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or the associations Bylaws for a particular resolution. Any member of the Board of Directors of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

~~**Section 54. Committees**~~ - To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

**The Board of Directors must establish at least the following committees:**

1. Nominating Committee
2. Finance Committee
3. Affiliate Program Committee
4. Conference Committee

## ARTICLE XI - MEMBERSHIP MEETINGS

~~**Section 1. Robert's Rules of Order** — Meetings of the Board of Directors shall be conducted using Robert's Rules of Order unless otherwise suspended by a majority vote of the members present.~~

**Section 21. Annual Meeting** - An annual meeting shall be held once each calendar year for the purpose of electing directors and officers ~~and for the transaction of such other business as may properly come before the meeting, voting for constitutional changes, and to receive input from the membership.~~

1. The annual meeting shall be held at the time and place designated by the Board of Directors.
2. The Annual meeting shall occur before November 15 each year.
3. Absentee balloting may be allowed for the annual meeting per the Nominating Committee standard operating procedures.

**Section 3.2. Special Membership Meetings** - The Board of Directors may call a special meeting of the membership by majority vote.

**Section 4.3. Notice** - The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be sent to all members of record at least 10 days prior to the meeting. Such notice shall be effective when sent by U.S. mail (effective when postmarked), or e-mail (effective when sent) to the contact information on the ~~association~~-Association books. For the purpose of Dissolution, notice shall be sent in either of the above ways, two (2) months prior to the meeting.

**Section 5.4. Place of Meeting** - Meetings shall be held at the designated location as stated in the notice.

**Section 6.5. Quorum** - A quorum of the general membership shall consist of ~~six (6) Regional Directors or Representatives, two (2) Officers, and the lesser of forty members or 30% (thirty percent) of the membership~~ the lesser of sixty members (60) or thirty percent (30%) of the membership which must include a majority of the Regional Directors and Representatives, and at least two (2) Officers.

1. In the absence of a quorum, the meeting may be adjourned and continued at another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled.
2. Once a quorum has been met, the meeting may continue to transact business until adjournment, even if the withdrawal of some members in the meeting results in representation of less than a quorum.

## ARTICLE XII - GENERAL PROVISIONS

### Section 1. Finances

1. The Fiscal year shall be January 1 to December 31, each year.
2. The club shall use a cash basis for accounting purposes.
3. No officer or member has the right to incur any debt or become involved in any business under the ~~association's~~-Association's title or by implying the ~~association's~~-Association's title in any way unless given full authority to do so by the Board of Directors or vote of the membership.

### Section 2. Affiliate Associations Provision

1. The Ohio State Beekeepers' Association must maintain a group exemption with the Internal Revenue Service, under which beekeeping associations in Ohio, meeting the requirements defined by the Board of Directors and the IRS, may join as an Affiliated Association.
2. The Affiliated Association will become a 501(c)(3) organization under the group exemption. The Board of Directors shall establish the requirements for enrolling and maintaining status as an Affiliated Association, cost to the Affiliated Association, and any benefits they shall receive.
3. Status as an Affiliated Association shall not be construed as a membership to OSBA and does not grant membership or voting rights to the Affiliated Association or its members.

## ARTICLE XIII – CODE OF CONDUCT / DISCIPLINE / DUE PROCESS

1. OSBA has the right to enforce its rules and expect ethical and honorable conduct from its members, officers and board members. Members, Officers, Directors and Representatives of The Ohio State Beekeepers' Association shall be free to have and express different ideas, opinions, likes and dislikes while participating in OSBA meetings and events. All ~~club~~-OSBA members are expected to disagree respectfully and listen to others' viewpoints.
2. When conflict or disciplinary issues arise, OSBA shall follow the ~~guidelines and due process steps outlined in Chapter 15: Discipline, of Robert's Rules of Order (Attached as Addendum)~~due Process Procedures described in the Bylaws.

## ARTICLE XIV - CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged, ~~and which affect an interest in real estate~~ shall be executed by the President or ~~any~~ Vice President ~~and the or~~ Secretary or Treasurer under the general direction of the Board of Directors. All other instruments executed by the organization, ~~including a release of mortgage or lien~~, may be executed by the President or ~~any~~ Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

#### **ARTICLE XV - AMENDMENT TO CONSTITUTION**

The Constitution may be altered or amended only at an annual meeting at which a quorum has been met, by a vote of 2/3rds of those who vote. Notice of the proposed changes shall be sent to all members at least thirty days (30 days) prior to said meeting. Such notice shall be effective when sent by U.S. mail (effective when postmarked), or e-mail (effective when sent) to the contact information on the Association books.

#### **ARTICLE XVI - AMENDMENT TO BYLAWS**

The Bylaws may be amended, altered, or repealed by the Board of Directors at any regular or special meeting at which a quorum has been met, by a majority of the Directors present at a properly called meeting. The text of the proposed change shall be distributed to all Board members at least ten (10) days before the meeting. Such notice shall be effective when sent by U.S. mail (effective when postmarked), or e-mail (effective when sent) to the contact information on the ~~association~~ Association books.

#### **ARTICLE XVII - DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members present in accordance with Article XI. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

This constitution was ratified on: \_\_\_\_\_

**~~Addendum to the OSBA Constitution~~**

**~~From: Robert's Rules of Order~~**

## Chapter 15—Discipline

Every organization has the right to enforce its rules and expect ethical and honorable conduct from its members. Most organizations have discipline problems from time to time. A discipline problem may be something as simple as a member misbehaving at a meeting or an officer overstepping the boundaries of his or her office. If the problem is not corrected when it arises, it can escalate into something more serious, requiring that someone be removed from office or membership. However, the organization can often solve discipline problems by taking the member or officer aside and talking with him or her about it, which saves both the member and the organization embarrassment. This chapter explains common discipline problems that organizations encounter and how to handle them. Many problems that cause difficulties in organizations are the result of inflated egos, personality conflicts, or ignorance of proper procedures. If egos or personalities are the root cause, it takes diplomacy, patience, and skill to solve these problems.

### THE UNRULY MEMBER AT MEETINGS

In meetings where controversial issues are debated, some members may get so excited that they talk out of turn and continually seek the floor to rebut those who don't agree with them. In a case like this, the chair should remain calm and firmly remind the member of the proper rules of debate. If the member is reasonable, nothing more may need to be said. If the member doesn't heed the remarks of the chair and continues his or her behavior, the chair's next step is to call the member to order.

*The chair states, "The member is out of order and will be seated."*

If the member refuses to be seated and continues with his or her obnoxious behavior, the next step the chair can take is to name the offender. This action, in essence, prefers charges against the member and should be used as a last resort.

Before this action is taken, the chair instructs the secretary to record the obnoxious behavior or words. In naming the offender, the chairman uses the member's name and states what he or she has done wrong.

*President: Mr. Smith! The chair has asked you repeatedly not to speak after each speaker. The chair has ordered you to sit down four times and you have continued to speak.*

If the member sits down at that point, the assembly can choose whether to drop the matter or ask for a penalty.

### PENALTIES

The chair cannot impose a penalty for misbehavior; only the assembly can do so. A member can rise and make a motion proposing a penalty, or the chair can ask, "What penalty should be imposed on the member?" Possible motions that assemblies can make include

- A motion that the member must apologize
- A motion that the member must leave the hall during the remainder of the meeting
- A motion to censure the member
- A motion to suspend the member's rights for a designated period of time

- A motion to expel the member from the organization. If the assembly wants the member to leave the hall while they discuss the penalty, someone must present this option in the form of a motion, which takes a majority to adopt.

If the assembly does not ask the member to leave during the discussion, it should allow that person to speak briefly in his or her defense. If the member denies the charges, the secretary can read back what he or she has said or done.

Any penalty other than expulsion requires a majority vote to adopt; expulsion takes a two-thirds vote. At the request of a single member, the vote on a penalty motion must be taken by ballot.

### **REMOVING AN OFFENDER FROM THE ASSEMBLY HALL**

Anyone attending a meeting can be removed from the assembly hall. The chair has the power to remove a nonmember at any time during a meeting, and this person has no right to appeal the chair's decision. (However, a member can make an appeal on behalf of the nonmember.)

An assembly vote is required to remove a member from the hall. If a person is asked to leave the assembly and refuses, the chair should take the steps necessary to see that order is enforced. The chair must carefully appraise the situation and act wisely. The chair can either appoint a committee to escort the person to the door or ask the sergeant-at-arms to remove the person. (The sergeant-at-arms is the person who acts as a doorkeeper, maintains order at the direction of the presiding officer, and is responsible for the comfort of the assembly.)

Those escorting someone to the door must be careful how much force they use, because they can be liable for damages or be sued. If those appointed to escort the person to the door can't persuade the person to leave, they should call the police. However, the police may not want to get involved unless the organization is willing to press charges.

### **MAKING A MOTION TO CENSURE**

To censure a member or an officer is to warn him or her that if a certain behavior continues, the next step is suspension or expulsion.

#### **Censure**

- Purpose: To reprimand the member with the hopes of reforming him or her so that he or she won't behave in the same way again.
- Needs a second.
- Amendable.
- Debatable.
- Requires a majority vote.
- Can't be reconsidered.
- Result: The member is put on notice that if he or she repeats the , he or she can be suspended or removed from membership or office.

This is an incidental main motion and can be made only when no business is pending. All subsidiary and incidental motions can be applied to this motion. The member or officer being censured may come to his own defense during the debate but can't vote. Taking the vote by ballot is wise. A member can not be censured twice for the same offense.

### **CENSURING A MEMBER**

Members can be censured for misconduct at meetings, violating confidentiality, moral misconduct outside the meeting, absenteeism, bribery, fraud, lying, disloyalty, working against the organization, conspiracy, and violating other values that an organization holds dear.

A motion to censure a member can occur in two circumstances:

- 1.—First, if the chair has named the person (as a result of that person's poor behavior), a member can make the motion to censure when the chair asks for a penalty.
- 2.—if members know of another member's bad behavior and want to bring it to the attention of the assembly in the form of a motion to censure, that can be done under new business or under the part of the agenda called for the good of the order.

In the first situation, when the chairman asks for a penalty, a member rises and states:

*Member: I move to censure Member Gates.*

*Member 2: I second the motion.*

*President: It is moved and seconded to censure Member Gates. Is there any discussion*

After discussion, the chair takes a vote. If the members want to take the vote by ballot, a member makes a motion to do so, or the chair can ask,

*"Is there any objection to taking the vote by ballot?"*

If the assembly votes to censure the member, the chair states:

*President: The affirmative has it. The motion is carried. Member Gates, you have been censured by the assembly. A censure indicates the assembly's displeasure of your conduct at meetings. A censure is a warning. If you don't act according to the rules, you can be suspended or expelled from membership.*

In the second situation, if a member knows of another member's serious misconduct, he or she can make the motion to censure during new business or under the good of the order. Here is an example:

*Member: Mr. President, before I make the motion to censure, may I call to the attention of the assembly that Member Johnson has been telling members what has gone on in executive session of the board meetings, thereby breaking the rule that everything said in executive session is confidential. This is causing great harm in the organization and we must show our disapproval of this behavior. I therefore move that we censure Member Johnson.*

## **CENSURING OFFICERS**

Officers can be censured as well for behavior such as not performing duties, doing things beyond what the bylaws or organization has assigned the officer to do, and fraud. A presiding officer can also be censured for not following parliamentary rules in meetings, and for denying members their basic rights to make motions, participate in debate, and vote.

In censuring a presiding officer, a member informs the chair that he or she is going to do so, and then turns to the vice president to make the motion. If the vice president refuses entertain it or is not present, the member then presents the motion to the secretary. If the secretary declines or is absent, the member can present the motion to the assembly from where he or she stands on the floor.

If the vice president or secretary conducts the censure, they do so from where they are in the assembly and not from the president's position.

The president can speak in his or her defense but cannot vote on the censure. To censure the chair, a member presents the motion in the following fashion:

*Member: Madam President, I am going to propose a motion to censure you, which I have a right to do.*

When a motion to censure the president is made, it is addressed to and entertained by the vice president. [The member turns to the vice president and presents it as a resolution.]

*Mr. Vice President, I move the following resolution to censure: "Whereas, The president has repeatedly denied members their right to make motions and debate; refused to entertain points of order and proper appeals; recognized only those who have upheld her views and denied the opposition the right to speak; and Whereas, she has been obnoxious, rude, and arrogant; and Whereas, such conduct is detrimental to the organization; now, therefore, be it Resolved, that the president be censured."*

This motion needs a second. The vice president places it before the assembly:

*Vice President: It is moved and seconded to censure the president. Is there any discussion?*

After discussion, the vice president takes a vote by ballot. If the affirmative has it, he or she states:

*Vice President: There are 35 votes in the affirmative and 5 in the negative. The affirmative has it and the motion is carried*

The vice president then turns to the president and states:

*Vice President: Madam Jones, you have been censured by the assembly for the reasons contained in the resolution. I now return control of the meeting to you.*

If the president persists in the behavior, the next step is to remove him or her from office. Members must follow the bylaws for this procedure. If the bylaws contain a provision on how to remove someone from office, follow that procedure:

- If the bylaws state that someone is elected to office for \_\_\_\_\_ years **or** until their successor is elected, the members can then rescind the election.
- If the bylaws state "elected to office for \_\_\_\_\_ years **or** "elected to office for \_\_\_\_\_ years **and** until the successor is elected," the members must have a trial.

The difference between "or" and "and" in this part of the bylaws is substantial.

## **HOLDING A TRIAL**

Because a trial is a serious event for any organization and should rarely be used, there are specific procedures to follow to protect the rights of the accused:

- A trial is held in executive session.
- The accused has a right to due process — to be notified of the charges, given time to prepare a defense, and allowed the right to appear and defend himself or herself.

Several steps must happen before a trial can take place:

1. The first step when members hear of misconduct by another member is to choose a committee to investigate the validity of the reports and to see if charges should be made.

- a.—The members of this committee should be chosen for their integrity and good judgment.
  - b.—To establish such a committee requires that a resolution be made, seconded, discussed, and voted on. This resolution should avoid as much detail as possible to protect the parties, who may be innocent.
- 2.—In the second step, the committee should quietly conduct its investigation and make a sincere effort to get the facts.
- a.—Any information collected is confidential.
  - b.—The committee should also talk with the accused to hear his or her side of the story.
  - c.—If the committee members find that the reports of misconduct are untrue, they should prepare a report and resolution for clearing the accused.
- 3.—If they find substantial evidence that the report of misconduct is true, the next step is to report the findings and prefer charges.
- 4.—Next, the investigating committee prepares several resolutions.
- a.—The first resolution includes setting a date and time for the trial meeting. It states that member X is to appear to show why he or she should not be expelled from the organization; it also states the specific charges.
  - b.—A second resolution establishes the trial committee and its members. The trial committee should have different members than the investigating committee.
- 5.—If the members adopt the resolutions to have a trial, the secretary immediately sends by registered mail a letter notifying the accused of the time, date, and place of the trial, as well as the charges against him or her. (The letter should include a copy of the exact charges.)
- a.—At the trial, the secretary should have on hand a copy of the letter that was sent to the accused and a signed return receipt to prove that he or she received the letter.

The trial is a hearing. Members of the organization appointed to present the evidence against the accused are called managers. They should not be thought of as prosecuting attorneys; their intent should be to get at the truth and see that the outcome is just. The accused has a right to be represented by counsel and to speak and present witnesses in his or her own defense. The defense counsel may be an attorney but must be a member of the organization, unless the organization agrees by a vote to allow a nonmember to represent the accused.

### **TRIAL PROCEDURES**

- 1.—At the beginning, the charges are read and the accused is asked how he or she pleads.
  - a.—If the accused answers “guilty,” there is no reason to proceed with the trial.
  - b.—If he or she pleads not guilty, the members proceed with opening statements by the managers and then by the accused.
- 2.—Next, witnesses are presented by the managers and then by the accused.
- 3.—Rebuttal of witnesses by the managers and then by the accused
- 4.—Closing arguments on both sides.

- 5.— After closing arguments, the accused leaves the room and the assembly discusses and takes a vote.
- 6.— Each charge is read, debated, and voted on.
  - a.— If the accused is found guilty, the next business in order is determining the penalty.
  - b.— Usually the managers propose the penalty, and the members can debate and amend that motion.
  - c.— One member can demand that the vote be taken by ballot.
  - d.— Removing the person on trial from membership requires a two-thirds vote.
- 7.— After the penalty is decided, the accused is brought back into the assembly and told the results.

A trial is an extreme measure. The best policy is to talk to the member and see what can be resolved before the situation ever reaches this proceeding.

### **SOME FINAL THOUGHTS**

President Lyndon B. Johnson's favorite expression when trying to get opposing groups together was "Come let us reason together." Consider this expression when confronted with disruptive members and overbearing officers. Often the best solutions come when members try to resolve problems first by talking with the member or officer in question. One wise parliamentarian said, "If you're having a problem with someone, take him out to lunch." This man believed that gently talking with someone in a friendly atmosphere could resolve the difficulty without embarrassment to the person or the organization.

This method certainly isn't new. Jesus told his followers that when they had problems with their fellow church members, one member should go and talk to the troublemaker. If the troublemaker didn't change his ways, then two members should go and talk to that person. If there still wasn't a change, the matter should go before the entire church body to solve.

Keep in mind that members and officers make mistakes because of ignorance, lack of training, or miscommunications. Censuring a person or using other disciplinary procedures may not solve the problem or may even make matters worse. By talking with the member or officer first, you may gain a friend and a good member.

"Come let us reason together" should be a motto for solving all organizational problems. This idea even works well in the middle of a meeting when tempers are running high. In this case, the chair can recess a meeting to let members cool down and to take the opportunity to speak with the disruptive members.