

### **Why there was not a valid call for Dec. Meeting.**

There are many reasons, but this is one path that does not require interpretation as everything has a clear reference to a specific line in the Constitution or RONR.

All references are in *italics*. JD1 constitution refers to the Constitution prior to Dec, since that is the one that would have been in effect when the calls might have been issued (for December and January meeting.)

RONR is Robert's Rules of Order Newly Revised, 11th edition

### **Who can Make a Call?**

MN GOP Executive Committee or JD1 Executive Committee

*JD1 Constitution ARTICLE V CONVENTIONS*

*Section 1 CALL*

*A District Convention shall be held annually at the call of the Executive Committee of the Republican Party of Minnesota or the District Executive Committee.*

### **Who is the District Executive Committee?**

Defined in Section 2 Below

*JD1 Constitution ARTICLE IV ORGANIZATION*

*Section 1 Officers*

*The elected officers of the organization shall be a Chair, a Deputy Chair, a Secretary and a Treasurer. Vacancies in officer positions shall be filled by the District Chair and ratified by the Full Committee.*

*Section 2 Executive Committee*

*There shall be an Executive Committee consisting of the officers, the Finance and Search Chairs.*

*Section 3 Finance and Search Chairs*

*With the advice and consent of the Executive Committee the District Chair shall appoint a Finance Chair and a Search Committee Chair and define their duties. They shall be officers and voting members of the Executive Committee.*

### **How long are/were their Terms?**

2 Years

*JD1 Constitution:*

*ARTICLE V CONVENTIONS, Section 3 – BUSINESS, b.*

*In non-general election years items to be acted upon shall include election of District officers for terms of two years, consideration of any proposals for change in this Constitution; and any other matters which might fall within the jurisdiction of the convention, as determined by the convention.*

### **Does that mean their Terms end at the end of Two Years even if no one new is elected?**

Yes

*RONR P .274, II. 1-3*

*[the] unqualified wording "for a term of ... year(s)" should be avoided, because at the end of that time there would be no officers if new ones had not been elected.*

### **But Section 1 of JD1 says "Vacancies in officer positions shall be filled by the District Chair and ratified by the Full Committee", Doesn't that mean the Full Committee could fill those positions?**

No, because there were "No Officers" not Vacancies (*same reference, RONR p. 274, II. 1-3, above*)

### **What do you mean there were not Vacancies, isn't no officers the same thing?**

No, Vacancies have a specific meaning.

The meaning of Vacancies is specifically defined in the MNGOP constitution.

*MNGOP Constitution, ARTICLE XVI, SECTION 3: Vacancies, B*

*B. A vacancy shall occur upon the death or resignation of an officer or committee member or upon his/her removal from the geographical area from which he/she was elected.*

### **But that's the MNGOP constitution, does that apply to JD1?**

Yes. Based on Authority and also Article XVI Section 1 further clarifies that Section 3 above applies.

The order of Authority (Not including State and Federal Law and Constitutions):

MNGOP Constitution/Bylaws

JD1 Constitution/Bylaws

Robert's Rules of Order, Newly Revised

ARTICLE XVI is the General Provision Section and Applies to All Constitutions.

*ARTICLE XVI of MN GOP Constitution*

*SECTION 1: Other Constitutions and Bylaws.*

*Any body within the party organization may adopt and amend a constitution and/or bylaws for its own government not inconsistent with this constitution.*

### **So JD1 had "No Officers" not "Vacancies"?**

Correct. Not having elections is not listed in Section 3 B as causing a Vacancy.

### **Couldn't the Full Committee hold elections?**

No, The only power granted is filling Vacancies (Article IV Section 1) Elections are covered only by the Convention Section (Article V Section 3)

*JD1 Constitution Article IV Section 1 Officers*

*The elected officers of the organization shall be a Chair, a Deputy Chair, a Secretary and a Treasurer. Vacancies in officer positions shall be filled by the District Chair and ratified by the Full Committee.*

*ARTICLE V CONVENTIONS, Section 3 – BUSINESS, b.*

*In non-general election years items to be acted upon shall include election of District officers for terms of two years ...*

### **So no one could call a convention?**

No, but the only body that existed to call a convention was State Executive Committee

*JD1 Constitution ARTICLE V CONVENTIONS*

*Section 1 CALL*

*A District Convention shall be held annually at the call of the Executive Committee of the Republican Party of Minnesota or the District Executive Committee*

The December meeting falls based on the fact that there were "No Officers" other than State Executive who could make the call and they did not. Those claiming to call the December convention had no authority to call.

Also ARTICLE V SECTION 1 also validate that State Executive did have the authority to call the January Convention.

Other Items not covered as the above is straight forward, but for those interested:

There are other issues with December convention and previous "meetings." Even if they could have filled vacancies, these meetings lack a quorum, lack proper notice for filling vacancies and conventions did not include notice to all members.

### **Quorum:**

*JD1 Constitution ARTICLE IV ORGANIZATION*

#### *Section 4 Full Committee*

*There shall be a larger committee in which the governance of the District finally rests to be known as the Full Committee, It shall consist of:*

- a. All members of the Executive Committee;*
- b. Two members and two alternates from each BPOU, except that BPOUs with less than one-third of the population of an average Senate District in the last census enumeration shall be entitled to one member and one alternate. They shall be selected by the Executive Committees of each BPOU*
- c. The chair of the District Constitution Committee;*
- d. One Chair and one alternate from each of the Congressional Districts represented in the District, whether they live in the District or not. If a Congressional District has more than one chair, they shall decide between them who shall be the member and who shall be the alternate. If the Congressional District has one Chair, then he or she shall be the member and the Congressional District Executive or Full Committee shall choose the alternate member. If a Congressional District does not wish to designate its chair(s) as member and/or alternate, then it may chose others as its member and alternate with a preference for someone living in the District; and*
- e. Any officer of the Republican Party of Minnesota living in the District (with voice, but without vote).*

Total Members at a minimum  $(4)a+(15)b+(1)c+(2)d=22$

Full Committee Quorum = 12 (Majority is more than half)

And remember that the officer positions that were vacant do not count. Same with appointed positions as their terms terminate with appointing officer. So would have to have 12 be from b and d. No quorum in Constition or bylaws so RONR defines.

*RONR p. 347, ll. 12-16*

*In all other committees and in boards, the quorum is a majority of the members of the board or committee unless a different quorum is provided for: (a) by the bylaws...*

*RONR p. 348-49 Although a Point of Order relating to the absence of a quorum is generally not permitted to affect prior action, if there is clear and convincing proof no quorum was present when business was transacted, the presiding officer can rule that business invalid (subject to appeal).*

### **Notice on Vacancies:**

**Bylaws silent other than stating - *Vacancies in officer positions shall be filled by the Full Committee"***

*RONR p. 468 ll 4-7*

*Notice of filling of a vacancy in an office (including a vacancy in an executive board or executive committee) must always be given to the members of the body that will elect the person to fill it, unless the bylaws or special rules of order clearly provide otherwise.*

**You cannot decide not to hold conventions for elections, not give notice or allow meetings without quorum.**

*RONR p. 263 ll. 1-3, 32, p. 264, ll. 9-12*

*RULES THAT CANNOT BE SUSPENDED.*

*Rules contained in the bylaws (or constitution) cannot be suspended*

*The rules requiring the presence of a quorum*

*The rules may not be suspended so as to deny any particular member the right to attend meetings, make motions or nominations, speak in debate, give previous notice, or vote.*

So in summary:

1. There was no valid call for December as State Executive was the only valid calling body in existence; they issued a call for a January convention.
2. There is nothing in the constitution that allows for appointing officers if elections are not held and delegates are not allowed to vote.
3. Even ignoring 2, no valid meetings were held due to lack of quorum at executive meetings
4. Even ignoring 3, no valid notice to all member of executive about appoints was made.