

2020-663-1, *Actions Without a Quorum Under AIPSC*

QUESTION

I belong to a professional association that holds an annual membership meeting. The parliamentary authority is *AIPSC*. The quorum is 25 members. This year's annual membership meeting was scheduled for May, but members were told not to attend due to the COVID-19 health care crisis because public gatherings were forbidden by gubernatorial order. By arrangement, the secretary and president appeared at the meeting time, date, and location originally noticed. No other members appeared. The president and secretary agreed to adjourn to a continued meeting six months afterwards, by which time they hope that the emergency will be over, and then adjourned the meeting. Did the president and secretary set a proper continued meeting date?

OPINION

The rules for action at an inquorate meeting are different under *RONR* and *AIPSC*. Under *RONR*, a meeting without a quorum can fix a time to which to adjourn, recess, adjourn, or take measures to obtain a quorum. *RONR*, p. 348. Subsidiary and incidental motions may also be raised if they are related to the four permitted motions or the conduct of the meeting. *Id.* *AIPSC*, on the other hand, makes no mention of motions permitted in an inquorate meeting. *AIPSC*, pp. 122–25.

In regard to how to handle the situation when no quorum can be established at the beginning of a meeting, *AIPSC*, p. 122, says: “If a quorum is not present, the presiding officer may call the meeting to order to establish that a meeting was held, but the organization may not transact business. However, agenda items that do not require official action may be dealt with, such as hearing reports, hearing speeches by guests, having a program, or other nonbusiness activities.”

This is not a situation where *AIPSC* is silent and looks to alternative parliamentary authorities to fill a gap that it does not address. *See AIPSC*, p. 277. The failure to include actions permissible in an inquorate meeting is intentional and in keeping with the modern, streamlined meeting procedure principles advocated by Alice Sturgis. *AIPSC*, p. vii. Special rules allowing only certain limited motions in certain limited situations are not in keeping with a streamlined approach. That is especially true in this case when a continued meeting (*adjourned meeting* under *RONR*) set by a small, inquorate group can result in unfairness, which is also contrary to Sturgis's principles. *AIPSC*, p. 10. This is because under *RONR*, p. 244, the members at an inquorate meeting that sets an adjourned meeting date are not required to provide notice to the general membership. This can result in gamesmanship if the members at the inquorate meeting happen to represent a specific faction of the organization, who then choose to notify informally only enough of their allies to obtain a bare quorum, which could allow that faction to take control of the organization.

Earlier editions of Alice Sturgis's *Standard Code of Parliamentary Procedure*, a prior work based on Ms. Sturgis's principles, clearly state: “*Until a quorum is present there can be no meeting.*” *TSC* (3d ed. 1988), p. 104; (2d ed. 1966), p. 113; (emphasis in original). The first edition, on the other hand, uses language similar to *RONR*, allowing an inquorate meeting to entertain motions to fix the time for an adjourned meeting and to adjourn. *TSC* (1st ed. 1950), p. 14. This evolution in the text shows a clear and deliberate intent in the second edition to change the *RONR* position and hold that an inquorate meeting was not even a meeting, so it clearly could take no action.

Therefore, under *AIPSC*, if there is no quorum present at the time set for the start of a meeting, the chair should wait a reasonable amount of time for a quorum to appear, based on factors likely affecting the lack of a quorum (weather, bad traffic, neighboring parking facilities over capacity, local emergencies), the number of members present, and the likelihood of obtaining a quorum in short order. (If the chair is not present, and there is no vice chair, then another officer *de facto* or, if none, a senior member can act as chair *pro tempore* for this purpose. The inquorate body should take no action, but if there is a dispute as to who is to preside, the members present can decide among themselves informally by majority vote.) If there still is no quorum, the chair should call the meeting to order to establish that the organization has complied with the requirement to hold the meeting.

The chair should then commence the non-action items (reports, program, etc.) or if there are none, wait another short period and consult with the members present informally about the likelihood of a quorum appearing shortly. If the meeting is only a few members short of a quorum and there is important business on the agenda, the chair could declare a brief recess to allow members to call friends to see if they might be able to come to the meeting to ensure the presence of a quorum. After the non-action items are completed, or informal steps to obtain a quorum are unsuccessful, the chair may declare the meeting adjourned for lack of a quorum. Under *AIPSC*, the members present at an inquorate meeting can take no action, including voting to recess or adjourn. The chair can only take such action by announcement. The chair should not be too quick to declare the meeting adjourned for lack of a quorum.

Therefore, in this case, the secretary and president were wrong. Under *RONR*, their action setting an adjourned meeting would have been proper. But under *AIPSC*, they could take no action, and therefore could not set a continued (adjourned) meeting date.