

ByLaws Review Committee Update for March 1st, 2021 - submitted by Andrea Beckett

- Gayle Hesse has kindly volunteered to help with the editing of the revised and recently voted on Bylaws
- Andrea did a literature review looking for information with regards to the pro's and con's of sharing a board/executive position and there is not much literature available that would be relevant to a non-profit board or DPAC
 - Then went into the official Revised Robert's Rules of Order webpage and forums and found some of the following information to help guide a decision (from: [RONR Message Board – Robert's Rules of Order Newly Revised](#))

Can a person hold more than one position?

From: <https://robertsrules.forumflash.com/topic/21661-can-member-hold-two-positions-on-executive-board-at-same-time/>

- a person holding more than one position is not prohibited
- pp. 263 ll. 24 - 28 (11th ed.) The citation is copied below:
 - Likewise, since it is a fundamental principle that each member of a deliberative assembly is entitled to one—and only one—vote on a question, the rules may not be suspended so as to authorize cumulative voting (pp. 443–44)
- "One person, one vote" in RONR 11th ed., p. 407
- Edgar Guest was fond of saying. " You count heads, not hats". A member does not get an extra vote for wearing two hats. He still has just one head.
- I've got a concern about the opposite situation. What if two people are "co-officers" of a single position? Supposedly the body has past precedents for doing this, and justify it because each member then gets "half a vote".

In reality, board decisions are generally made by consensus, so this seems like an easy way to gain advantage by packing the debate with friendly voices.

What's the best way to address this situation?

Answer: Don't have co-presidents, co-chairs or co-"anything else". You are on your own and have to figure out the voting for yourselves if you want anything other than the traditional "one member = one vote". This is true whether you have co-chairs, family memberships, or whatever.

RONR doesn't directly address "co-presidents", "co-officers, family memberships, etc. But, here is what it has to say about co-chairs for committees: *"If the committee's task is heavy and will require some time to complete, it often is advisable to appoint a vice-chairman. The anomalous title "co-chairman" should be avoided, as it causes impossible dilemmas in attempts to share the functions of a single position. "*

Those of us who post regularly on this forum firmly believe that the same principle applies to co-officers of any type.

From <<https://robertsrules.forumflash.com/topic/21661-can-member-hold-two-positions-on-executive-board-at-same-time/>>

- We are having a similar problem in our HOA, the secretary resigned all of a sudden so the VP stated that a board member can hold 2 positions. Our Bylaws do not address this. "One person for one position" but one of the present board members said she will take notes and fill in as secretary until we can replace the position of the secretary The VP is stating that it is "Legal" to hold 2 positions. Please address this as I am the present Parliamentarian.
- A person can hold two positions unless the bylaws provide otherwise. Since you say your bylaws are silent on this matter, a person can hold two positions. From <<https://robertsrules.forumflash.com/topic/21661-can-member-hold-two-positions-on-executive-board-at-same-time/>>

What are the pro's and con's if two people share a position?

From <<https://robertsrules.forumflash.com/topic/7404-shared-position-on-the-board/?tab=comments#comment-20512>>

- Unless your bylaws allow, you can't do it, and RONR does not recommend that you have co-anythings. If your organization really needs another board member, increase your board. If you need 2 people to lead a committee, divide the committee into 2 or have a chairman and a vice-chairman.
- You can't do it unless your bylaws specifically say you can. For example, if your bylaws say there shall be *a* treasurer, it means *just one* treasurer.
- RONR strongly advises against co-chairmen on p.168
- "When you say "you can't do it", please say why. Is it in RONR?"

Answer: Yes, it is in RONR (see page 168)

The anomalous title "co-chairman" should be avoided, as it causes impossible dilemmas in attempts to share the functions of a single position.

When more than two people have the same title, then that is more of a **committee** than it is an **office**.

Committees cannot be elected to one office.

You have an incomplete election when two people tie for an office, or when two people fail to achieve a majority of votes cast for an office.

Recommendations for DPAC:

- No benefits of sharing a board/executive position could be found
- Several issues and risks were identified by having more than one person share a position or role on a board or executive
- There are no rules prohibiting the sharing of board executive positions or co-positions, however given the review of subject matter experts it is recommended that DPAC does not allow the sharing of executive board positions and incorporates the following key pieces into our bylaws:
 1. Executive positions cannot be shared by two or more people
 2. Co-positions will not be allowed
 3. When more than two people have the same title, then that is a **committee** and not a position of **office**, and Committees cannot be elected to one office.
 4. The person holding an executive position can delegate duties to another DPAC or PAC member
 1. Delegation of tasks or duties would be at the discretion of the person holding the executive board position
 2. The Person holding the executive board position is responsible for ensuring that those duties get fulfilled