

## 2020-664-1, *Conditional Adjournment Under AIPSC*

### QUESTION

I belong to a professional association that holds an annual membership meeting. The parliamentary authority is *AIPSC*. 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. The organization has a small quorum by design, and it was arranged for a bare quorum to appear at the meeting time, date, and location originally noticed. The members present then voted to continue the annual members meeting to meet again at the call of the chair. Was this permissible under *AIPSC*?

### OPINION

No. *RONR*, p. 224, allows the members present to vote to adjourn to meet again at the call of the chair. *AIPSC*, p. 80, holds that a motion to adjourn that also establishes a continued meeting "must be clear that the meeting is to continue at a later date, and the time and place of the continued meeting must be specified." *AIPSC* only mentions the concept of reconvening at the call of the chair in the context of a recess, and frowns on recessing to reconvene "at the call of the chair," in order to "avoid[] the anxiety members feel about leaving the immediate vicinity for a few minutes and perhaps missing the resumption of the meeting." *AIPSC*, p. 77.

While a time to which a matter is postponed and the time at which a meeting will be adjourned may be made conditional, *AIPSC*, pp. 61, 79, these events occur within the same meeting. A future meeting date cannot be conditional (such as, after the state of emergency is over). Under *AIPSC*, it must be certain in order to provide sufficient notice to the members of the next date on which they need to attend.

Committee procedure, which is somewhat more informal than standard procedure, is an exception to this general rule, in that generally all committee meetings are called by the committee chair. *AIPSC*, p. 153. Only if the committee chair fails to call a meeting can two other members of the committee call a meeting. *Id.*

Therefore, the vote by the members was invalid. Under *AIPSC*, the members may only adjourn *sine die* (or *dissolve*), *AIPSC*, p. 80, or adjourn to a date certain.