



AMERICAN SIGN LANGUAGE TEACHERS ASSOCIATION

TRANSCRIPT OF MEETING WITH CERTIFIED PARLIAMENTARIAN SUNDAY, MARCH 18, 2018 (7:00 - 9:00 P.M.) via Zoom video conference

President Smith-Warshaw invited nationally certified parliamentarian, Ms. Wanda Sims, to pose questions to the Board to understand the state of ASLTA governance.

Question from Parliamentarian: *How did ASLTA lose its way regarding knowing which version of the bylaws is accurate?*

- **Evaluation Chair Rowley** responded by giving the history of ASLTA (beginning with S.I.G.N., and described ASLTA's relationship with NAD prior to becoming an independent organization. She stated that ASLTA's current problems began arising because the bylaws require ASLTA certification, but fewer and fewer people were qualified to serve on the Board. Plus, instability in Presidents due to deaths and illnesses, and ensuing Board responsibilities shuffling, led to making bylaws changes out of necessity. In 2015, the Bylaws were revised to open up Board positions to ANY ASLTA certification (aside from President, Vice President, Evaluation and Professional Development Coordinator positions). Yet, in 2017, we struggled to get enough certified people to serve on the Board. So between the 2015 and 2017 conferences, the Board wanted to add a one-year grace period to get more people eligible to serve on the Board. This was done at the 2017 conference. After the 2017 conference, a few members were dissatisfied with that change, and that has led to the current crisis of confidence.
- **Secretary Zinza** added that poor record keeping and documentation has made finding specific information regarding Bylaws amendments and revisions difficult and confusing.
- **Parliamentarian:** The Bylaws are clear (referring to the 2011 Bylaws). The Board has no authority to change Bylaws unless changes are made through email or mail ballots since that is the process described in the 2011 Bylaws. Thus, the 2011 Bylaws stand. Any Bylaws changes made since 2011 are null and void unless documentation shows the 2011 process was followed.

Question from Evaluation Chair Rowley: *Since members voted in 2015 to accept Bylaws revisions, why doesn't that stand?*

- **Parliamentarian:** You can't amend the Bylaws at conferences, no matter how many people are there. They must be amended according to the process outlined in the Bylaws. It is my recommendation that if you were going to amend them, use the 2011 process via email and mail to change the process. That will allow you to amend them at a conference (like it says in the 2015 set). But since that hasn't been done yet, the 2011 process stands. The 2015 amendment process is clearer, and easier for the organization but you need to get that adopted using the 2011 bylaws.

Question from President Smith-Warshaw: *Is the current Board legitimate, or should we resign as some members have requested?*

- **Parliamentarian:** **The Board should not resign. The Board is here until everything is figured out, since you have a fiduciary responsibility to the organization.** The Board should propose amendments to the Bylaws, send them out to all the members, and ask them to vote on those proposed changes to the amendment process. Get those ballots back and you need $\frac{2}{3}$ vote to agree. If they agree, THEN you send out proposed amendments for the entire Bylaws one at a time, and then at the conference the proposed amendments would be considered. It is unusual for people to change Bylaws using the process shown in the 2011 version Bylaws. It is much more common for people to change Bylaws at conferences.

Question from Chapter Affiliation Chair Pfaff: Point of clarification. At the 2017 conference, I was told I was eligible to join the Board despite not having certification. I've been very transparent about not having certification. ***Do I have to resign since I don't have certification? I would like your formal advice on what to do, to ensure I'm following the right process. Or am I also null and void since the Bylaws after 2011 are out? Do I stay, or do I GO?***

- **Parliamentarian:** My recommendation is you stay on the Board. Keep the Board as is today because you need people to solve the problems. Be up front and honest with members. Send a letter explaining the problem and your proposed solution - share your plan about how you will fix the problems to go forward. Then in 2019, the problems are resolved and new elections are held to select a new Board as usual.

Question from Evaluation Chair Rowley: I'd like to make a comment about the 2013 bylaws. I looked at the 2013 NPDC Powerpoint and it says there was one change for the Bylaws (sending a survey). ***Does that mean the 2013 bylaws are legit?***

- **Parliamentarian:** When I reviewed the 2011 and 2013 Bylaws, they appeared to be the same. I did note that there was a skipped section number (that's a typo) but no differences between 2011 and 2013. If any change was made according to the process

standing in 2011, then that change would stand. Do you have any formal documentation regarding Bylaws changes since 2011?

- **Secretary Zinza:** No.
- **Parliamentarian:** Then create a timeline / chronology showing how you ended up here, and create a plan to correct it. The first step is to propose a change to the amendment process and have members vote on that using the 2011 bylaws amendment process. And if it is adopted, then when you get to the conference in 2019, you can have a revision ready that looks like 2015 (or any other changes). You want to do a revision and not an amendment to the bylaws.

Question from Evaluation Chair Rowley: *What is the difference between an amendment and a revision?*

- **Parliamentarian:** An amendment is an isolated section of the Bylaws, with maybe 3, 4, or 5 things to change. A revision is when you set look at the current Bylaws, get a blank sheet a paper, and start from scratch. When you get to conference, then you present the changes and you go through paragraph by paragraph and allow people to make amendments (and vote). And people vote on the entire document at the conference. Need $\frac{2}{3}$ vote and that becomes the final revision.
- **Parliamentarian:** Amendments follow the same process, but there are limitations about what can be changed during the conference for specific amendments. Parliamentary authority makes it clear how you amend bylaws and how you revise bylaws.
- **Parliamentarian:** If you leave, then the organization will become defunct. That is violating your fiduciary duty to the organization. You are obligated to fix the problems.

Question from Evaluation Chair Rowley: My position and that of the ASLHS coordinator were not in the 2011 Bylaws. That would leave very few people to manage the organization. *Should we try to fill those positions with qualified people?*

- **Parliamentarian:** The Board can set up what's called a special committee. You can create special committees to do the work that those positions did that are no longer on the Board. There are two types of committees: Standing/ Ad hoc committees. You can resign, but the new Board will be in the same position you're in now in terms of getting the Bylaws straight. If you can find people who are willing to do the two positions and are certified, then you can certainly do that. The Board has the authority to fill the positions that are vacant right now.

Question from Member-At-Large Martin: As Evaluation Chair Rowley mentioned, several of us on the Board are not certified. Those who resigned recently were not certified either. ***Can we ask them back or do we need to find people who are certified to fill those positions?***

- **Parliamentarian:** I would make a good effort to find members who are certified. If you CAN'T, then you need to show members that you tried and had no choice but to continue with someone uncertified until you can find somebody.

Question from Evaluation Chair Rowley: I'm following you, and what you just mentioned was the full intention of the previous Board to give people a grace period to become certified. Bea's position did have a certified individual run against her, but members voted for Bea knowing she was uncertified. People are unhappy about the situation of an uncertified member on the Board, but members voted for her so they clearly didn't mind that Bea wasn't certified. ***Does certification trump an uncertified individual when appointing a member to the Board?***

- **Parliamentarian:** The members did not have the authority to violate the bylaws. When it was clear that a person who was not qualified was running for the position, then the President should have said out of order. That nomination was out of order. Individuals at the conference are a relatively small number of people compared to the membership of the entire organization. You have to protect the rights of those who are absent. Members at the conference can't do anything that was not previously announced to the whole organization (and following the Bylaws). Anybody not at the conference - their rights were violated when the conference people elected a person that was not qualified. That is a serious breach.
- **Evaluation Chair Rowley:** Everyone had the opportunity to vote, whether at the conference or not since we voted online.
- **Parliamentarian:** The Bylaws don't allow for that. That means the whole process was flawed.

Question from President Smith-Warshaw: I really appreciate your being direct. Explains the situation: I was appointed as Professional Development Coordinator and I was not certified at the time. Then, I was voted by the Board to become Vice President (had earned certification by then). Then became President upon the resignation of the former President. ***Does the way I joined the Board violate the Bylaws? Am I to stay on the board? Go?***

- **Parliamentarian:** Are you certified today?
- **President Smith-Warshaw:** Yes.
- **Parliamentarian:** Were you certified when you became President?

- **President Smith-Warshaw:** Yes, with Master-level certification.
- **Parliamentarian:** You are fine. You are the President. You stay as President. I'll explain why. When Janice was appointed to PDC (and not qualified), if someone had called a point of order, she would have left Board at that time. She could have been removed BEFORE she got certification. But, NOW that she has a master-level certification, then the time limit has expired to remove Janice. She is no longer in the same situation as she was when she joined the Board as uncertified.

Question from Evaluation Chair Rowley: It seems we need to shuffle the Board members and responsibilities. David Martin and Bea Pfaff need to get certified. ***Do they need to go in different positions if people don't raise points of order?***

- **Parliamentarian:** They are not certified. That's in violation of the Bylaws. If you replace them with certified people, then you're in compliance. Do not remove them until you can find those replacements. They do not need to resign. It will cripple the board. If you can find people that are certified for those positions, then do that. That is my advice. But if you can't find anybody, somebody has to do the work, but you must make a good faith effort to find someone who is qualified to hold those positions. I would announce that. Send a letter to all members and explain the situation, and provide the recommendations that you want to implement. State that if you are qualified and interested in these positions, then we will appoint you. But if we don't find anybody, the current non-certified board will stay serving until we do find the replacements.

Question from President Smith-Warshaw: People are advocating for the entire Board to resign. ***What sort of documentation can we use to defuse that situation?***

- **Parliamentarian:** Write to members. Explain what you're looking for in the vacant positions. And say the Board will accept nominations for appointments and the Board will review all nominations and make selections. They must be qualified individuals. However, if the Board does not receive qualified nominations, then the existing Board members will stay in place until we do find them. If you don't find any between now and when Bea and David become certified, then they stay in their current position.

Question from ASLHS Coordinator Godfrey: ***Will your official report justify your statements so we have that in writing?***

- **Parliamentarian:** I will answer the questions that you've asked, and then I will write recommendations in the report. My report will say that I recommend that the Board needs to fill the vacant positions on the Board with qualified members, according to the Bylaws. Current people stay in place for the good of the organization. The organization must function and the Board has to do the work you're responsible for doing. You have a fiduciary duty to make sure the organization functions. That is one of my

recommendations, and I have others. The second recommendation I know for sure is that you work on amending the Bylaws so that the Bylaws process looks clearer (like the ones in 2015 - allow bylaws to be amended at conferences, and not via mail or email).

Question from Chapter Affiliation Chair Pfaff: Talking about amending the amendment process: ***Do we need 90-60-30 days' notice? Can we make the Bylaws changes now?***

- **Parliamentarian:** I'll explain the process. You can't change the Bylaws by yourselves. You follow the AMENDMENT process to allow revising the Bylaws at the conference (like you have in the 2015 version). Right now in the 2011 Bylaws, Bylaws are changed via email or mail. Change that to allow Bylaws changes at conferences. That will be most like the 2015 bylaws but that will need some improvements (if you'd like). But you need to get rid of the 2011 and 2013 process. That is not working.

Question from Member-At-Large Martin: Evaluation Chair's and ASLHS Coordinator's positions are not in the 2011 Bylaws. ***What do we do with those two positions?***

- **Parliamentarian:** Create two standing committees. Name it whatever you want and assign that work to the same people in those committee positions.

Question from Evaluation Chair Rowley: How soon can we do the amendment process? Does it have to be close to the conference or can we do it now?

- **Parliamentarian:** The 2011 Bylaws say the Bylaws of the association may be amended or revised only by mail or email ballot to all voting members in good standing with $\frac{2}{3}$ affirmative vote and a majority of eligible votes. That is confusing! That's the process that has to be followed though. You have to write out the amendment, send to all members, create a voting deadline, count votes, and then share results with the members. As soon as they are tallied and the amendment passed, they go into effect.

Question from Chapter Affiliation Chair Pfaff: You just said to follow the 2011 Bylaws, which means Amy June and Lisa are out of their positions. ***How do we have a quorum? Will there be only four Board members left?***

- **Parliamentarian:** You can make as many amendments as you like, whether one or fifty amendments. Each one is voted on separately. If accepted, they go into effect immediately. So you can add those positions, change certification requirements, etc. As long as they agree, provided you are following the 2011 process, then you're fine.

Question from Secretary Zinza: It's clear we aren't in compliance with the Bylaws. ***What steps do we take to get into compliance?***

- **Parliamentarian:** Appoint the two Board members to special committees. That leaves four people on the Board. Those people can propose amendments. You must have a Bylaws committee. Set up a vote. As soon as those votes are counted, then they go into effect if they are passed. You need to fill the “new” positions like ASL Honor Society and Evaluation.

Question from Secretary Zinza: We can proceed to clean up the Bylaws even though the Board isn't in compliance right now. *Is that correct?*

- **Parliamentarian:** Yes.
- **ASLHS Coordinator Godfrey:** But Evaluation Chair Rowley and I aren't on the Board according to the 2011 Bylaws. We should be standing committees, you said, which leaves two certified members on the Board.
- **Parliamentarians:** You can proceed with just one person. It's not ideal, but my advice is: First, you communicate to members what's going on and what the problem is. You propose to fill the vacant positions according to the 2011 Bylaws with qualified individuals, so you will be soliciting nominations. In the meantime, you will let people know that Bylaws amendments are coming. Give them time frames to expect this. Consider having a town hall meeting to discuss this. Create a FAQ and share info with members. Be as transparent as possible with members to keep them informed about what is going on.

Question from Chapter Affiliation Chair Pfaff: *Were the 2015 motions and amendments done right?*

- **Parliamentarian:** Members at the conference in 2015 were not authorized to make those amendments, because the only way to make amendments was VIA EMAIL or MAIL. Since you didn't follow the 2011 process, then 2015 doesn't matter. You must follow the process of how to amend the Bylaws. If the Bylaws process was the way written in 2015, then fine. But you didn't follow the correct procedures.
- **Evaluation Chair Rowley:** In 2011, the Bylaws say you can only make amendments through mail or email ballots. That means there is no right to vote at conferences. That's why it's null and void. What happened in person at the conference was a violation. So we have to revise only via mail and email. Wanda's report will clarify what to do.
- **Chapter Affiliation Chair Pfaff:** Thanks for clarifying.
- **Parliamentarian:** That's exactly right. That's exactly what needs to be done - 2015 was null and void. So was 2017.

Question from President Smith-Warshaw: *Any additional questions?*

- **Parliamentarian:** My report will be based on what I have. If you're missing documents, then I will have to add a caveat ("If I have other docs, my opinion might be different..."). If we were to end up in court, I would have to say I made my opinion based on the documents provided to me. I can only base it on the documents you provide me. Do we have the 2004 bylaws? Seems the earliest is 2011. ***Do you have Bylaw committee reports and minutes?***
- **Secretary Zinza:** No, we don't have minutes from the Bylaws committee meetings.
- **Chapter Affiliation Chair Pfaff:** I understand that we have had a Bylaws committee. Didn't they take minutes?
- **Secretary Zinza:** I have not been able to locate any formal minutes from any Bylaws committees in the past.
- **President Smith-Warshaw:** We have a Bylaws committee that began work on updates to take effect in 2019, but that work didn't focus on fixing past mistakes. We have no documentation, minutes, or anything from previous Bylaws committee minutes.

Question from Evaluation Chair Rowley: *Which one is the better idea?* We suspended the existing Bylaws committee, because we weren't sure which bylaws to follow. Now we know to focus on the 2011 Bylaws. *Should we ask that same committee to focus on the 2011 bylaws? Or, should the Board do that, and then have the Bylaws committee focus on the future?*****

- **Parliamentarian:** Give it to the committee. And the Board can make suggested amendments to the Bylaws. And if I were you, I would also send the 2011 bylaws to members and ask them for proposed amendments so all proposals can be reviewed. Must follow the 2011 process. Have members vote on amendments and adoptions. Then, in 2019, the new process will be adopted and it'll be easier to move forward into the future. My recommendation is to appoint additional people to the ones on the committee now. Appoint some other people that are more neutral and unbiased in their thinking.
- **Parliamentarian:** My recommendation is that you function as a "new" Board. The Board has the authority to appoint committees. Any Board member or committee member may be removed with a majority vote of the directors based on a vote of no confidence or at discretion. When you work on Bylaws, you want a range of Bylaws committee members. Not just the stars or famous people. If there are Bylaws committee members vocal against the Board, you tell your Bylaws committee that isn't the purpose of their work. Their responsibility is to do what the Board asks them to do - meaning they support the

Board's work. They are not to overtake the Board. They are subordinate to the Board. If they can't follow that, then they need to resign from the Bylaws committee. They are to work on revising Bylaws, not work against the Board.

- **Parliamentarian:** You've answered all of my questions through our discussion. My advice is that as a Board, you create the communication plan that we discussed. Tell members exactly the situation. Be 100% transparent and explain what's going on. You've now sought the advice of a registered, certified parliamentarian, and there will be a plan to correct the current violations. The Board has unqualified members. Therefore the Board must seek nominations to fill those positions. Tell members exactly what positions are open, and specific duties for each, and set a deadline to submit nominations. Also explain the Bylaws committee will send proposed Bylaws amendments and invite members to propose amendments, and when all those are received, then members will receive those amendments via email or mail, vote. You report the results to members. Consider having some type of town hall to answer member questions, or do a FAQ. Give them progress reports in your newsletter so they feel you are being transparent, open, and honest.

Question from Evaluation Chair Rowley: *Do we wait for the Bylaws committee to create the amendments for the positions? Or, do we go ahead and look for someone to fill the vacant board positions?*

- **Parliamentarian:** I don't recommend that. I am willing to meet with your Bylaws committee and the Board to explain to them what their responsibility is and what they need to fulfill the Bylaws committee expectations. I'll do that free of charge. If you decide to have a town hall meeting, I'm willing to participate in that free of charge to help members understand how this works.
- **Janice Smith-Warshaw:** This will help defuse our situation.
- **Parliamentarian:** I've gone through all of the minutes online. Most were not relevant to the current issues. I have the 2011, 2013, and 2015 bylaws.
- **Secretary Zinza:** Will send Ms. Sims the Google Drive folder with all the parliamentary info. And, will also review newsletters for Bylaws commentary.

Question from President Smith-Warshaw: *Any further questions?*

- **Parliamentarian:** No further questions. I will start writing the opinion as soon as I receive all the other documents in the folder. Call or write if you need something!

Board thanks Ms. Sims, and she leaves.