

[ADMINISTRATIVE][INOUYE] Special Meetings of the MVCC - Discussion and possible action regarding the use of Special meetings as described in the MVCC Bylaws, Article VIII: MEETINGS, Section 1: Meeting Time and Place, Item D: Special meetings.

***Article VIII
MEETINGS***

Section 1: Meeting Time and Place

D. Special Meetings. Special Meetings of the Board may be called for a specific purpose, requiring consideration before the next regular Board Meeting. The Chair, or a minimum of two (2) Board members, may call a Special Meeting of the Board.

Agenda and notice of such meeting shall be publicly posted at least twenty-four (24) hours before the scheduled meeting date. Such notice shall state the reasons for such a meeting, the specific business to be transacted at the meeting and the time and place of the meeting.

BACKGROUND:

The use of Special meetings to catch up on regular MVCC business not discussed at the regular MVCC Board of Directors meeting is problematic for the following reasons:

- 1) The stated purpose of Special Meetings is to address time-sensitive issues requiring consideration before the next regular Board meeting. Therefore, calling a Special meeting to catch up on unfinished regular Board meeting business does not seem to be the proper way to address this issue.
- 2) Due to the irregular schedule of these Special meetings, and the fact that the agenda only needs to be posted 24 hours in advance, stakeholders often don't attend and participate in these meetings.
- 3) Due to the irregular schedule of these Special meetings, not all Board members are able to attend and participate in these meetings either.
- 4) If the regular business of the MVCC is not taking place at the regular Board meeting, other ways to address this issue should be discussed and explored, with an emphasis on finding a solution that maximizes both stakeholder and Board member participation. An example would be scheduling a second regular MVCC Board meeting each month.

Robert's Rules for Special Meetings - dummies

By C. Alan Jennings, PRP

Special meetings are, well, *special*. According to Robert's Rules, they're called only if 1) something important comes up that *must* be dealt with before the next regular meeting, or 2) some particular business matter(s) is important enough that it needs to be the exclusive reason for the entire meeting.

After all, you're busy, so special meetings had better be important, right? Now, because these meetings are special, the notice announcing them is special as well. You have to take a little more care with notices for special meetings than you do for regular meetings.

To be on the safe side and to eliminate doubt, you should always provide for written notice of special meetings to be sent within a specified time frame before the meeting. For example, your bylaws may state, "Notice of special meetings shall be mailed to the members at least 14 days but no more than 30 days before the meeting."

The actual range for notice varies depending on the size of your group and the distance members must travel. The important point is that the range of dates for sending the notice must be reasonable, and everyone must be able to receive the notice in time to arrange their schedules to attend the meeting.

All the notice principles for regular meetings still ring true for special meetings.

You can't hold special meetings if your bylaws don't provide for them. Check your bylaws before you worry about special meetings.

Calling a special meeting

If you need to have a meeting before the next regular meeting, go ahead and do so. But be sure that it's important and can't wait. And don't try to cover anything more than what is absolutely necessary. Write your notice, include the pertinent details, and get out the notice as far in advance as you can. (Hopefully, your bylaws dictate the lead time requirements for special meeting notice. If not, you need to amend the bylaws to include this info.)

Drawing up the special meeting notice

Make your notice simple and to the point. The subject of the meeting must be so urgent that it can't wait. Don't try to accomplish anything else at this meeting. Just write down exactly what you need to address and get the notice in the mail.

Suppose Peter Piper just applied for membership on your Parched Peanut Purveyors panel. Piper promised to pick a peck of pickled peppers for each of your panelists if he's permitted to petition for a position on the panel prior to the time his pickled pepper patch pays out.

Pickled peppers dry on the vine long before your next regular meeting. You really want Piper to belong to the club: Not only is he a person of patience and prestige, but you and the other panelists have postulated that the prospects for pickled peppers packed with parched peanuts is a profitable possibility. The opportunity to present Piper to the panel and permit his promise to perhaps profit the panel requires a special meeting.

In accordance with provisions of your bylaws, you call a special meeting and send a notice to all the voting members of the panel that reads as follows:

Parched Peanut Purveyors Panel

Notice of Special Meeting

A special meeting of the Parched Peanut Purveyors Panel will be held at the Peanut Patch on March 22 at 3:00 p.m. to peruse the petition of Peter Piper and prognosticate on the possibility of permitting Piper to hold a permanent post on our panel.

Please plan to participate.

Sincerely,

Lilbo Peep

Secretary

Now, as long as a *quorum* is present (the minimum number of voting members required to be present to validly conduct business in the name of the assembly), and provided that a majority of the panelists adopt the proposal, Peter Piper's petition will pass. That fact will then be placed in the proceedings of the panel.

Special meetings always require previous notice. Special meeting notices not only must include the date, time, place, and location, but also must specify all the business to be included in the meeting. Nothing other than this business, and the various motions that allow the meeting to take care of this business, can be considered in a special meeting if it's not included in the notice.

Be sure to call special meetings only when something must be addressed before the next regular meeting. Your time is important, so use this tool judiciously. Save everything that can wait for the next regular meeting.

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