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Snippet #176 Special Meetings

Just like children, all meetings are “special” and no two are alike. But some meetings are so much more special than regular meetings that they wear the moniker special meetings. What makes them so special?

Special meetings must be called, they don’t just happen. The occasion might be an emergency situation that must be addressed immediately, a discipline problem that should be handled in its own context rather than during a regular meeting or, perhaps, for the timely filling of a vacancy or completion of an election. Thus, the first thing we need to know is who has the authority to call such a meeting.

According to the leading parliamentary authority, special meetings can only be called if provided for in the bylaws, as part of a disciplinary process, or if called by the assembly itself. But who should have this authority? The natural tendency is to assume this authority should rest with the chair. But what if the chair refuses a legitimate request to call a special meeting? What if the chair is the problem? If the chair is the only one who can call a special meeting, the chair could obstruct the board from taking action. This is why it’s a good idea for the bylaws to include a set number of members or directors, such as twenty members or three members of the board. In general, it is usually written that special meetings may be called by the chair and shall be called on request of three directors (or some other number deemed appropriate).

The fact that there is a need for a special meeting means that there are special circumstances, and the odds are that the requirements for notice for a regular meeting are too long to take responsive action. So, the bylaws must also contain the amount of notice necessary to call a special meeting. It has to be short enough that the board can take action, but long enough to allow a reasonable amount of time for scheduling. In general, three days is commonly set as notice for a special meeting. Here is a case where a waiver of notice provision can also be a great help. The bylaws should allow directors to waive notice before, during, or after a meeting. For example, if there is an issue so urgent that it can’t wait for even the amount of time required for notice of a special meeting, the meeting could be held and as long as all directors waived notice, the action is valid.

The notice itself is part of what makes the meeting special. Only those items listed in the notice of a special meeting may be taken up at that meeting. Simply put, the meeting is being called for one or more specific reasons and only those. Other items can wait for the next regular meeting. (It’s this rule that helps keep a special meeting special.) Unfortunately, a common phrase has crept into special meeting notices that defeats their whole purpose: “...and any other such business as may properly come before the meeting” allows other items to be brought up at the meeting. This is bad practice, as the urgent matter that required a special meeting deserves full attention and consideration.

If the issue is important enough to call a special meeting, give it your full attention and save the regular stuff for regular meetings.