

Two Proposed Amendments to the Bylaws of the Fairfax County Democratic Committee

1. **Litigation on Behalf of the County Committee** – adds a new section to existing Bylaws.
2. **Parliamentarian and Counsel, Avoiding the Conflict of Interest** – modifies existing Bylaws language.

There is a recommendation from a broad consensus endorsing these amendments asking you to support and vote for them listed at the bottom of this page.

Introduction

From time to time, we need to amend our organization’s bylaws to address situations that arise from previously unknown or unanticipated circumstances.

According to Robert’s Rules of Order, bylaws define the primary characteristics of an organization, prescribe how it should function, and include rules that are so important that they may not be changed without prior notice to members and formal vote and agreement by a majority of members.

These amendments are presented for consideration with due notice by the members of FCDC, the “County Committee”, at the next meeting of the full membership on Tuesday, January 22, 2013 7:30 pm at West Springfield High School (6100 Rolling Road, Springfield, VA 22152; map, <http://bit.ly/west-springfield-hs>).

Per Article XIII, Section 3, **“The Bylaws may be amended by a majority vote of the members present and voting at two consecutive regular meetings of the County Committee within a biennium. Except to delete provisions which do not alter the effect of other provisions, proposed amendments to the Bylaws may not be amended at the second of the consecutive regular meetings without requiring passage in the amended form at the next regular meeting.”**

FCDC BYLAWS, ARTICLE XIII – AMENDMENTS

Section 1. Each member of the County Committee shall be notified, at the expense of the County Committee, of proposed amendments to, or revisions of, the Bylaws. Such notice shall be written or electronic and sent at least seven days prior to each meeting at which the amendments are to be considered.

Section 2. The Bylaws may be amended by a two-thirds vote of the members present and voting at the biennial reorganization meeting of the County Committee. Amendments to the Bylaws considered at the reorganization meeting may not be amended from the copy distributed to the members prior to the meeting.

Section 3. The Bylaws may be amended by a majority vote of the members present and voting at two consecutive regular meetings of the County Committee within a biennium. Except to delete provisions which do not alter the effect of other provisions, proposed amendments to the Bylaws may not be amended at the second of the consecutive regular meetings without requiring passage in the amended form at the next regular meeting.

<p>Standard convention is used in the language of the proposed amendments to easily identify current text (plain text), stricken text (strikethrough), and new text (<i>italicized</i>).</p>

1. **Litigation on Behalf of the County Committee**

Litigation is a serious matter and can have significant financial exposure and public relations implications. Unanticipated consequences can result from litigation that not only may affect the County Committee, but the very Democrats we work to elect.

In no organization the size of the Fairfax County Democratic Committee would one or two officers or board members be authorized to initiate litigation. This proposed amendment protects the County Committee by authorizing litigation only after careful consideration by a body of people elected by the membership, the elected officers of the Steering Committee.

Unfortunately, in the case of the recent lawsuit filed on behalf of the County Committee, approval was neither sought from the Steering Committee nor was Steering fully briefed prior to such action. That litigation was being contemplated, and the facts surrounding it, should have been presented to the Steering Committee for deliberation. The merits of the proposed suit and associated facts including that the Obama campaign and DPVA were steadfastly opposed to the lawsuit should have been considered by the Steering Committee so that an intelligent decision could have been made on whether or not to go forward with a lawsuit.

It was this particular action and the negative impact it threatens that prompted a group of influential and experienced Fairfax County Democrats to draft and propose this amendment. An even larger group has signed on as supporters.

BYLAWS AMENDMENT

Litigation on Behalf of the County Committee

Litigation is a serious matter. This proposed amendment protects the County Committee by authorizing litigation only after careful consideration.

PROPOSED *(addition to the Bylaws)*

Article VI. STEERING COMMITTEE

Section 9. Litigation on behalf of the County Committee.

(a) Litigation may be commenced in the name of the County Committee only with the advice and consent by a majority vote of the elected officers of the Steering Committee present upon a properly noticed meeting held pursuant to Article VIII, Section 4.

(b) Exception: in the event that emergency litigation must be pursued on Election Day (special, primary, or general), such action may be authorized by the Chair in consultation with Counsel for the County Committee, and such a decision must immediately be communicated to the Steering Committee via email with details of the emergency authorization.

(c) The Steering Committee shall be briefed regularly regarding updates for any litigation on behalf of the County Committee.

Not part of the amendment, merely included for reference.

ARTICLE VIII – MEETINGS, Section 4. The Steering Committee shall meet on the second Tuesday in January and the second Tuesday of each month thereafter. The Steering Committee may meet as called by the County Chair, or as elsewhere provided in these Bylaws. When the date of a meeting of the Steering Committee falls on the day of an election in Fairfax County, or on the date of the January Reorganization meeting of the County committee, the meeting shall be held on the following day.

2. Parliamentarian and Counsel, Avoiding a Conflict of Interest

A "conflict of interest" exists when a person in a position of trust has competing professional or personal interests, and such a conflict by advocates for an issue is a concept that may be real or perceived, but the effect is the same in the minds of those deliberating a matter before them. Whether before a Fairfax Circuit Court or FCDC Steering Committee two key positions, a Parliamentarian and a Counsel, by their nature need to be far above even a perceived conflict of interest to be effective in those roles.

Currently both positions are advisory, and neither serve as members of Steering Committee in these roles; however, there also is no current protection in our Bylaws to ensure that a Parliamentarian and a Counsel are prevented from finding themselves in a conflict of interest. This is because each may now be one and the same person, and they may serve in other capacities on Steering Committee in which they would advise on a matter that they would also vote on.

The potentially serious ramifications and exposure the County Committee could face in the face of compromised and impeachable advice begs for a simple and ethical solution: **a Parliamentarian and a Counsel should be different individuals, and they should not be able to vote on matters they also provide advice on.** It is not as simple public disclosure or recusing oneself in these roles in order to make motions, speak to matters or vote, since Robert's Rules of Order Newly Revised states:

RONR (11th ed.), p. 467 ll. 8-19

A member of an assembly that acts as its parliamentarian has the same duty as the presiding officer to maintain a position of impartiality, and therefore does not make motions, participate in any debate or vote on any question except in the case of a ballot vote. He does not cast a deciding vote, even if his vote would affect the result since that would interfere with the Chair's prerogative of doing so. If a member feels that he cannot properly forgo these rights in order to serve as parliamentarian, he should not accept that position. **Unlike the presiding officer, the parliamentarian cannot temporarily relinquish his position in order to exercise such rights on a particular motion.**

It is further the case seen in discussion on the official Robert's Rules of Order (<http://www.robertsrules.com>) question and answer forum that **an organization benefits notably when a Parliamentarian and a Counsel are not the same person.** This separation between a Parliamentarian and a Counsel is specifically acknowledged in the current edition of Robert's Rules of Order Newly Revised, 11th edition (2011), in that the 11th edition minimizes references to what is legal or illegal, in recognition that RONR is a manual of parliamentary procedure, not a law book (<http://www.robertsrules.com/changes11.html>).

BYLAWS AMENDMENT

Parliamentarian and Counsel Avoiding Conflict of Interest

This amendment strengthens positions of a Parliamentarian and a Counsel, avoiding even the appearance of conflict of interest.

CURRENT

Article VII - OTHER COMMITTEES AND APPOINTMENTS

Section 16. The County Chair shall appoint a Parliamentarian and a Counsel, who shall advise the County Chair and the Steering Committee but shall not serve as members of the Steering Committee in these roles.

PROPOSED (modified)

Article VII - OTHER COMMITTEES AND APPOINTMENTS

Section 16. The County Chair shall appoint a Parliamentarian and a Counsel. ~~and A Parliamentarian and a Counsel shall not be the same person, nor shall they hold any other elected Steering Committee position. A Parliamentarian and a Counsel shall advise the County Chair and the Steering Committee as non-voting contributors but shall not serve as members of to the Steering Committee in these roles.~~

RESULT (shows merged changes in a complete paragraph – all text normal)

Article VII - OTHER COMMITTEES AND APPOINTMENTS

Section 16. The County Chair shall appoint a Parliamentarian and a Counsel. A Parliamentarian and a Counsel shall not be the same person, nor shall they hold any other elected Steering Committee position. A Parliamentarian and a Counsel shall advise the County Chair and the Steering Committee as non-voting contributors to the Steering Committee.

Supporting these Amendments

1. **Litigation on Behalf of the County Committee** – adds a new section to existing Bylaws.
2. **Parliamentarian and Counsel, Avoiding a Conflict of Interest** – modifies existing Bylaws language.

Democratic Fairfax County Officials

While current Fairfax County elected officials are unable to publicly take a position on these amendments due to the fact that they could be unnamed parties to the amended lawsuit, the following former Fairfax County officials are supporting these amendments:

Kate Hanley, former Chairman of the Board of Supervisors
Maggi Luca, former Electoral Board member
Audrey Moore, former Chairman of the Board of Supervisors

Past FCDC Chairs

Mike Burke Kirby
Emilie Miller
Mark Sickles
Scott Surovell

Current FCDC Steering Committee Members

Matt Bell, Recording Secretary
Pixie Bell, 8th Congressional District Representative
Steve Bunn, Lee District Co-Chair
Mark Cannady, Mount Vernon District Co-Chair
Jack Dobbyn, Mount Vernon District Co-Chair
Dana Foote-Cimino, Sully District Chair
Jan Hedetniemi, Braddock District Co-Chair

Mark Itzkoff, Springfield District Chair
Paul Jameson, Providence District Chair
Bridget Murphy, Corresponding Secretary
Rachel Rifkind, Mason District Chair
Kim Smith, Vice-Chair Central
Todd Smyth, Vice-Chair Technology
Chrisi West, Voter Registration & GOTV Vice-Chair