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3 Title: The Dwindling Quorum
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5 Introduced by: Domenic R. Federico, MD for the Kent County Delegation
6
7 Original Author: Donald P. Condit, MD
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9 Referred to: Reference Committee C
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11 House Action: Approved as Amended - 1st Reading
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14 Whereas, during the 2013 MSMS House of Delegates, after an electronic voting
15 system malfunction, a delegate asked if there was still a quorum after a roll call vote
16 indicated only 113 members voted, and

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18 Whereas, the MSMS bylaws, Section 12.80, stipulate “A quorum of the House of
19 Delegates shall consist of not less than 40 percent of the accredited delegates,” and
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21 Whereas, a “quorum always refers to the members present, not the members
22 voting,”¹ and

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24 Whereas, MSMS legal counsel referred to the parliamentary issue described as
25 the ‘dwindling quorum’ and indicated a quorum is presumed to be present for the
26 duration of the meeting when a quorum is present at the beginning of the meeting,²
27 and

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29 Whereas, Section 415 of Michigan’s Nonprofit Corporation Act of 1962 provides
30 that once a quorum is present “the shareholders or members present in person or by
31 proxy at such meeting may continue to do business until adjournment,
32 notwithstanding the withdrawal of enough shareholders or members to leave less than
33 a quorum,” and

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35 Whereas, MSMS bylaws, Section 13.70, indicate “The Standard Code of
36 Parliamentary Procedure by Alice Sturgis shall govern parliamentary procedure of the
37 House of Delegates,” and

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39 Whereas, Sturgis indicates ‘it is the duty of the presiding officer to declare the
40 meeting adjourned at any time it is apparent that a quorum is not present,’³ and

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42 Whereas, pragmatically, the HOD is the critical annual meeting that guides
43 MSMS policy in a democratic manner for the rest of the year without another way of
44 convening delegates for deliberation and debate; therefore be it

45
46 Resolved: That MSMS amend Section 12.80 of the MSMS Bylaws as follows
47 (deletions are indicated by ~~strikethroughs~~, additions are **indicated in bold type**):

48
49 12.80 QUORUM—A quorum of the House of Delegates shall consist of not less than
50 40 percent of the accredited delegates, provided that a majority of such
51 quorum shall not come from any one component society-, **and the presence**
52 **of a quorum established at the beginning of the business portion of a**
53 **meeting shall be sufficient to conduct official business for the duration of**
54 **the meeting.**
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57 **WAYS AND MEANS COMMITTEE FISCAL NOTE: NONE**

¹ Sturgis The Standard Code of Parliamentary Procedure. 4th Ed. 2001. Pg 112

² MSMS legal counsel remarks to the HOD 4/28/13

³ Sturgis pg 112