



Fashika Willis McClelland
Professional Registered Parliamentarian
Fashikaw@gmail.com
214.774.7731

October 26, 2023

Sylvia Y. Cyrus, Executive Director
Association for the Study of African American Life and History
301 Rhode Island Avenue, NW, Suite 1508
Washington, DC 20001-1826
Email: scyrus@asalh.org

Dear Ms. Cyrus:

This letter will confirm the agreement made during a phone conversation on October 25, 2023.

Per our conversation, Altruistic Results, LLC, (aka Parliamentarian) agrees to review the governing documents of the Association for the Study of African American Life and History (aka ASALH) and the "Timeline of the Dispute" provided. The Parliamentarian will then provide 1.) a listing of the rules, from ASALH's governing documents, including Robert's Rules of Order Newly Revised, 12th Edition, associated with each entry on the timeline, and 2.) a parliamentary opinion of the questions presented below:

1. Does the letter of resignation, submitted September 13, 2023 and rescinded on September 14, 2023, terminate status as President?
2. Does the Executive Council have the authority, under the provisions of the ASALH Constitution and Bylaws, to amend an Election Ballot (i.e. remove candidates from the slate) submitted by the Nominating Committee?

The enclosed opinion does not constitute legal advice, rather it is a parliamentary opinion based on *Robert's Rules of Order Newly Revised*, 12th edition. If other information or facts should come to light or be provided subsequent to this opinion, my opinion may change.

If you wish to discuss any of the information contained in the enclosed opinion, I may be reached by telephone 8:00 a.m. to 6:00p.m. weekdays.

Thank you for the opportunity to serve Association for the Study of African American Life and History (ASALH).

Sincerely,

A handwritten signature in blue ink that reads "F. Willis".

Fashika Willis McClelland, PRP
Executive Director, Altruistic Results, LLC

Timeline Line of Dispute

On June 22, 2023 – The Nominations Committee presented a slate of candidates to the Executive Council. The Executive Council went into executive session to discuss them and specifically to consider removing Daryl Scott. Since the meeting was running very late President Dulaney moved that the consideration of the slate be tabled until the next meeting.

Constitution Article 5, states “the Nominating Committee shall send a slate of Nominees to the EC, then the ED shall distribute an appropriate ballot to the membership.”

Bylaws Article 2, Section 3, Subsection E give the EC authority to “Receive all Standing Committees reports then transmit those reports to the Business session.”

Bylaws Article 6, Section A, Subsection B, states “The Nominating Committee also shall give strong consideration to service to this Association. All nominees for offices in the Association must be members in good standing.”

Parliamentary Opinion – Consideration of who will be presented on the slate is exclusively granted to the Nominating Committee. The Executive Council is only authorized to receive the report and transmit the report to the membership. The Executive Council has no authority to amend the report.

On June 29, 2023 – The Executive Council voted not to accept the slate of candidates for election to the Executive Council from the Nominations Committee. The Executive Council then went into executive session in order to vet each candidate on the list submitted by the Nominations Committee. In the executive session the Executive Council approved all of the candidates submitted by the Nominations Committee except Daryl Scott and Moses Massenberg.

Constitution Article 5, states “the Nominating Committee shall send a slate of Nominees to the EC, then the ED shall distribute an appropriate ballot to the membership.”

Bylaws Article 2, Section 3, Subsection E give the EC authority to “Receive all Standing Committees reports then transmit those reports to the Business session.”

Bylaws Article 6, Section A, Subsection B, states “The Nominating Committee also shall give strong consideration to service to this Association. All nominees for offices in the Association must be members in good standing.”

Parliamentary Opinion – Consideration (i.e. vetting) of who will be presented on the slate is exclusively granted to the Nominating Committee. The Executive Council is

only authorized to receive the report and transmit the report to the membership. The Executive Council has no authority to amend (i.e. remove names from) the report.

On July 10, 2023 - Daryl Scott submitted an appeal to President W. Marvin Dulaney, asking the Executive Council to reconsider his nomination for election to the Executive Council.

On July 15, 2023 - President Dulaney spoke with his personal attorney who advised him that the organization would be open to a lawsuit if it denied any candidate on the list from the Nominations Committee the opportunity to stand for election without good cause. That is, as long as the candidates met the minimum standard for election to the Executive Council, “being a member in good standing,” ASALH would be open to a lawsuit if it could not justify why a candidate could not run for election. The attorney stated that just because some members of the Executive Council did not like the candidate and had personal grievances against him was not good cause to deny him the opportunity to stand for election.

Constitution Article 3, Section F states “members of the Association in good standing” are eligible to run for EC.

Parliamentary Opinion – The only eligibility requirement to run for the Executive Council is “members of the Association in good standing”.

On July 17, 2023 – President shared Daryl Scott’s letter of appeal with the members of the Executive Council. No one responded to it.

Constitution Article 3, Section F states “members of the Association in good standing” are eligible to run for EC.

On the same date, President Dulaney met with the Nominations Committee and ask the committee chair to add Daryl Scott and Moses Massenberg back to the list of nominees and to allow them to present their cases for election at the candidates’ forum set up for the membership in July.

Constitution Article 3, Section F states “members of the Association in good standing” are eligible to run for EC.

Bylaws Article 6, Section A, Subsection B, states “The Nominating Committee also shall give strong consideration to service to this Association. All nominees for offices in the Association must be members in good standing.”

Parliamentary Opinion – The Executive Council did not have the authority to remove the candidates from the slate, and therefore the names should not have been removed.

On July 20, 2023 - After the regular meeting of the Executive Council, members of the Executive Council went into executive session to confront and castigate President Dulaney for adding Daryl Scott and Moses Massenberg to the list of nominees. Several members cited the vote by the Executive Council to remove them from the list of nominees. President Dulaney justified his decision by stating that his attorney had advised him that the organization would be exposed to a lawsuit if it removed candidates from the list of nominees without good cause and if they were “members in good standing,” the only qualification listed for election to the Executive Council.

Constitution Article 3, Section F states “members of the Association in good standing” are eligible to run for EC.

Constitution Article 5, states “the Nominating Committee shall send a slate of Nominees to the EC, then the ED shall distribute an appropriate ballot to the membership.”

Bylaws Article 2, Section 3, Subsection E give the EC authority to “Receive all Standing Committees reports then transmit those reports to the Business session.”

Bylaws Article 6, Section A, Subsection B, states “The Nominating Committee also shall give strong consideration to service to this Association. All nominees for offices in the Association must be members in good standing.”

Parliamentary Opinion – The Executive Council did not have the authority to remove the candidates from the slate. The Executive Council only has the authority to receive the report and transmit the report to the membership. The Nominating Committee has the authority to determine which qualified candidates will be presented on the slate.

On July 25, 2023 - President Dulaney met with the Governance Committee of ASALH and he was further castigated for his action by one of its members who would not allow the Governance Committee to consider how it could revise the organization’s’ election procedures in order to protect it from a lawsuit in the future.

From July through August, 2023 - members voted for nominees of the Executive Council.

Constitution Article 5, supports this.

From July through August – President Dulaney received emails from members of ASALH that continued to castigate him specifically for allowing Daryl Scott to stand for election to the Executive Council of ASALH. Some of the emails were long dissertations about everything that Daryl Scott had done to ASALH when it was considering moving the publication of its *Journal of African American History* from Tapestry Press to the University of Chicago Press.

On September 9, 2023 – The Nominations Committee Chair announced the results of the July/August Executive Council elections and Daryl Scott was elected to the Council with 309 votes.

Constitution Article 5 supports this.

On September 11, 2023 – Fourteen members of the Executive Council held an emergency meeting and met when some members of the Council were unavailable to attend because of the monthly Executive Committee and Planning meeting that occurred at the same time. **Nine of the fourteen members passed motions to give President Dulaney “a vote of no confidence,” to rescind the election of Darly Scott to the Executive Council, and to bring two other charges against President Dulaney.**

Bylaws Article 1: “a quorum be constituted by one-third of the elected Council members, the presence of the President or Vice President, and one other officer.”

Constitution Article 3, Section 2, Subsection H: Steps to remove an EC member from office:

1. Executive Council may originate petition via 2/3 vote
2. Petition must include list of charges
3. Charges must be sent to the individual, must respond within 15 days
4. EC must vote via 2/3 to remove from office
5. Executive Council shall submit its recommendation to the membership for approval
6. Recommendation requires a majority vote of members to be approved

Parliamentary Opinion – A quorum was present at the “emergency meeting” which makes the meeting valid. However, the Executive Council does not have the authority to rescind an election. There is a six step process that must take place for removal from office, and ultimately the membership will make the determination of whether someone will be removed, not the Executive Council.

One September 14, 2023 – After **one of the leaders of the emergency meeting had secured grant funds for ASALH, but was holding them up until ASALH met its constitutional obligations based on the motions from September 11, Dr. Dulaney resigned in order not to stand in the way of ASALH receiving these much-needed funds.**

Constitution Article 3, Section 2, Subsection H: Steps to remove an EC member from office:

RONR (12th ed.) 32:5: submitting a resignation = a motion *requesting to be excused from duty*. The Chair must call for a vote on acceptance of the resignation; majority vote is required

On September 15, 2023 – After a strong showing of support from other members who were not at the September 11 emergency meeting and who disagreed with the motions passed there, **President Dulaney rescinded his resignation.**

RONR (12th ed.) 33:11-12 – “Conditions for withdrawing a motion depend on how soon the mover states his wish to withdraw it. Permission to do so is required only after the

motion to which it pertains has been stated by the chair as pending. Before a motion has been stated by the chair, it is the property of the mover, who can withdraw it without asking for consent of anyone.”

Parliamentary Opinion – If the resignation (*motion requesting to be excused from duty*) was withdrawn prior to a vote to accept the resignation, then the withdrawal is valid.

On September 16, 2023 - At a monthly branch meeting Ida Jones, Vice President for Membership, asserted that she was the new president of ASALH because according to ASALH’s Constitution and By Laws, once the office of the presidency became vacant she became president and W. Marvin Dulaney could not rescind his resignation.

RONR (12th ed.) 32:5: submitting a resignation = a motion *requesting to be excused from duty*

- The Chair must call for a vote on acceptance of the resignation; majority vote is required.

RONR (12th ed.) 33:11-12 – “Conditions for withdrawing a motion depend on how soon the mover states his wish to withdraw it. Permission to do so is required only after the motion to which it pertains has been stated by the chair as pending. Before a motion has been stated by the chair, it is the property of the mover, who can withdraw it without asking for consent of anyone.”

Parliamentary Opinion – If the resignation (*motion requesting to be excused from duty*) was withdrawn prior to a vote to accept the resignation, then the withdrawal is valid.

On September 18, 2023 – At ASALH’s annual Business meeting Ida Jones asserted that she was the “duly elected president of ASALH.” At this meeting the membership of ASALH voted on two resolutions: 1. to table all discussions about the election and the presidency until after the annual conference in Jacksonville, Florida, September 19-24, 2023; and 2. to have the Executive Council present a report on the resolution of these matters to the membership by October 30, 2023.

Parliamentary Opinion – The decision of the membership is valid and binding.

On September 20, 2023 - the Executive Council voted to hire an attorney to review and provide opinions on the issues about the presidency and the election.

October 19, 2023 – the Executive Council voted to hire Holland & Knight at its law firm.

Parliamentary Opinion

Does the letter of resignation, submitted September 13, 2023 and rescinded on September 14, 2023, terminate status as President?

RONR (12th ed.) 32:5: submitting a resignation = a motion *requesting to be excused from duty*

- The Chair must call for a vote on acceptance of the resignation; majority vote is required.

RONR (12th ed.) 33:11-12 – “Conditions for withdrawing a motion depend on how soon the mover states his wish to withdraw it. Permission to do so is required only after the motion to which it pertains has been stated by the chair as pending. Before a motion has been stated by the chair, it is the property of the mover, who can withdraw it without asking for consent of anyone.”

Parliamentary Opinion – If the resignation (*motion requesting to be excused from duty*) was withdrawn prior to a vote to accept the resignation, then the withdrawal is valid and does not terminate the status as President.

Does the Executive Council have the authority, under the provisions of the ASALH Constitution and Bylaws, to amend an Election Ballot (i.e. remove candidates from the slate) submitted by the Nominating Committee?

Constitution Article 3, Section F states “members of the Association in good standing” are eligible to run for EC.

Constitution Article 5, states “the Nominating Committee shall send a slate of Nominees to the EC, then the ED shall distribute an appropriate ballot to the membership.”

Bylaws Article 2, Section 3, Subsection E give the EC authority to “Receive all Standing Committees reports then transmit those reports to the Business session.”

Bylaws Article 6, Section A, Subsection B, states “The Nominating Committee also shall give strong consideration to service to this Association. All nominees for offices in the Association must be members in good standing.”

Parliamentary Opinion – The Executive Council did not have the authority to remove the candidates from the slate. The Executive Council only has the authority to receive the report and transmit the report to the membership. The Nominating Committee has the authority to determine which qualified candidates will be presented on the slate.