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March 15, 2023

Bradley Lavite, Superintendent
Veterans' Assistance Commission of Madison Co., Inc.
158 N. Main Street, Suite 115
Edwardsville, Illinois 62025

RE: Legal opinion of who should chair membership meetings.

Superintendent Lavite,

I have reviewed the Military Veterans Assistance Act (MVAA), the NFP Corporations Act (NFPCA) and relevant case law on the above issue. I have also reviewed Robert's Rules of Order, and the 2017 version of the VACMC's bylaws. For the following reasons, it is my opinion that it is the Superintendent, that should chair the membership meetings of the VACMC.

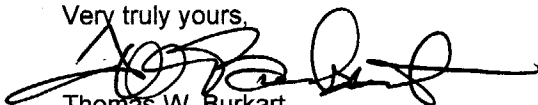
Both the bylaws and §10 of the MVAA vest the Superintendent with the executive powers of the VAC. In *Kloepfel v. Champaign County Board*, 2022 IL 127997 addressed the statutorily defined role of an executive. According to the most common legal definitions, the Chief Executive Officer (CEO) is the *highest-ranking executive of an organization and s/he directs the day-to-day operations*. Thus, by virtue of the statute, absent a restriction in the bylaws, the Superintendent determines how the meetings of the organization will be conducted.

Until now, it has been the practice of the VACMC to permit the President of the Board of Directors to chair the membership meetings. However, Public Act 102-1132 gutted that Board of any decision-making authority while maintaining the Superintendent's executive authority over the VAC's operations. The bylaws do not define the President's duties other than stating that the unexpired term of any officer/director vacancy is filled by him with Board approval (Art. V, §3). The 2017 bylaws state that proceedings at all business meetings shall be governed by Robert's Rules of Order (Art. VII §3), but also state that as the statutes change, so changes the bylaws (Art. XIII §2). There is nothing in Robert's Rules of Order (RRO) that mitigate against the Executive of an organization chairing the meetings.

As such chairperson, the superintendent's role is not without limits. Section 50 of RRO suggests that when there is a conflict of interest, the chairperson may call another to assume the chair in his/her stead while s/he addresses the membership on the conflicting matter. The new amendment permits 3 different VSOs to call for the removal of a Superintendent, and that a vote of the full membership is required to remove. Additionally, when whoever chairs the meeting makes a ruling on parliamentary procedure, it is subject to a motion to appeal. Furthermore, the new amendment prevents a Superintendent from also being a voting delegate representative of any VSO. Thus, although s/he may chair the meeting, s/he has no vote on any motion properly before the meeting and may not make a motion on his/her own.

This opinion is given at the request of Ronnie Hicks, the current President of the Executive Board with his agreement that the Superintendent should chair membership meetings. I have not completed my analysis of the impact of all the changes made by the latest amendments to the MVAA. But, for the purpose of conducting a valid meeting, it is my opinion that the Superintendent should chair the membership meetings of the VACMC.

Very truly yours,



Thomas W. Burkart
me

cc: Ronnie Hicks