

Bylaws are not suggestions. They are the governing authority of the Society. They define the powers and limitations of its officers, protect the rights of its members, and establish the procedures by which the Society must conduct its affairs. When those mandatory provisions are disregarded or replaced by procedures of leadership's choosing, the foundation of organizational governance is compromised. Such a failure to adhere to the governing documents constitutes a **governance crisis**.

I take exception to the entirety of the President General's letter and the conclusions it presents. I will begin by addressing **two specific points** that raise significant concerns regarding governance, parliamentary procedure, and compliance with the Society's governing documents.

From the PG Letter: "The assembly exercised its own judgment regarding the conduct of its proceedings. It voted to recess and reconvene, and it decided when debate on the resolution would conclude, the method for taking the vote, and the procedures governing the counting of ballots. It also exercised its authority to suspend the Standing Rules; first, to permit debate to continue beyond the 20-minute limit, allowing debate to extend as long as the assembly chose, ultimately nearly three hours; and second, to depart from the default voting procedures by determining that the question would be decided by secret, paper ballot. The assembly further directed that the ballots be counted in open session under the supervision of six member observers – three selected by supporters of the resolution and three selected by those opposed."

Rebuttal: Prior to CC, members were continually instructed not to discuss this Resolution and warned that supporting it could affect opportunities within the Society. Committee appointments were denied or revoked, communications were restricted, organizing chapters were impeded, and, in some instances, state leaders intervened in chapter meetings to prevent discussion, undermining the normal parliamentary process. This behavior has continued since CC.

During debate, delegates repeatedly heard that restoring the definition of "woman" would jeopardize the Society's tax-exempt status and create legal conflicts under gender identity laws. Those warnings, however, were based on a single legal opinion. The law is not settled, and other highly qualified legal experts, including the Center for American Liberty, reached materially different conclusions.

Delegates were prevented from considering differing opinions because the National Board of Management adopted a Standing Rule prohibiting members from reading, quoting,

referencing, or relying upon legal opinions other than those issued or adopted by the Society's official counsel.

This raises a significant fiduciary concern. Sound governance requires informed decision-making based on all material information, particularly when credible legal authorities disagree. Restricting delegates to a single approved legal opinion, while excluding competing legal analyses, deprived the representative body of the balanced information necessary to exercise independent judgment.

From the PG Letter: “Article VIII, Section 7 of the National Bylaws establishes a procedure by which chapters may request that the President General call a special meeting of the National Society. Beginning in November 2025 and continuing into 2026, the President General received written requests from a number of chapters requesting a special meeting in October 2026 to consider a proposed resolution interpreting the word “woman” in Article III. On April 21, 2026, [the National Board of Management adopted a resolution](#) designating the chapter-proposed resolution as the Special Order of Business for the 135th Continental Congress, the National Society’s annual meeting which was already scheduled for the last week of June 2026. The designation provided for consideration of the chapter-proposed resolution during a separately scheduled session on June 26, 2026, devoted exclusively to that resolution, and for it to be decided by the representative body authorized by the National Bylaws to consider and decide matters at both Continental Congress and any special meeting of the National Society.”

Rebuttal: The President General's letter conflates a **Special Order of Business** with a **Special Meeting**. These are two fundamentally different parliamentary concepts.

A **Special Meeting** is a meeting separate and distinct from a regular meeting, called for a specific purpose under the organization's Bylaws. A **Special Order of Business**, by contrast, merely gives priority to a particular item during an existing meeting; it does not create a new meeting or change the character of the meeting in which it is considered.

The National Bylaws expressly state: *"The annual meeting of the National Society is Continental Congress...."* Because Continental Congress is the Society's regular annual meeting, it cannot simultaneously constitute the Special Meeting required by Article VIII, Section 7. Designating the Resolution as a Special Order of Business did not satisfy the bylaw requirement to call a Special Meeting requested by the requisite number of chapters.

The proceedings themselves confirm this distinction. While ballots on the Resolution were being counted, the assembly resumed regular Continental Congress business by introducing

the nominees for Vice President General. Moreover, the second vote occurred while an official Education Luncheon, an event for which many members had purchased \$100 tickets, was taking place. Delegates were therefore forced to choose between participating in the second vote on the Resolution and attending an official Congress function for which they had already paid. Had a true Special Meeting been convened pursuant to Article VIII, Section 7, only the business specified in the call could properly have been conducted, and members would not have been required to forfeit participation in one official proceeding to attend another.

The President General's letter also focuses almost exclusively on the mechanics of the floor proceedings while overlooking the broader process that preceded the vote. Whether debate was extended or ballots were counted in open session does not answer the central question: whether delegates were afforded the fair, fully informed deliberative process contemplated by the Bylaws and principles of sound nonprofit governance.

As discussed above, restrictions on member communications, limitations on chapter deliberations, and the exclusion of competing legal opinions materially constrained that process.