

Cavin Law, PLLC.

13300 N MacArthur Blvd Oklahoma City, OK 73142

August 14, 2026

Laura,

I have been engaged to provide a parliamentary opinion on whether the chapters that submitted a written request for a special meeting of the National Society are still owed that meeting, and on whether that duty was discharged by the designation of the requested resolution as a special order of business at the 135th Continental Congress on June 26, 2026. Since I was engaged, the President General has issued a message dated August 6, 2026, to State and Chapter Officers declining to call the requested meeting. This opinion has been revised to address the grounds stated in that message, and the further chapter requests it reports.

I. Summary

In simple terms, the question is whether a written request by thirty or more chapters in at least ten states obligates the President General to call a special meeting of the National Society, and whether that obligation was satisfied when the requested resolution was instead taken up as a special order of business at the 135th Continental Congress on June 26, 2026.

It was not satisfied. Article VIII, Section 7 of the National Bylaws imposes a mandatory duty on the President General to call a special meeting upon a qualifying written request of chapters. The National Board of Management plays no part in that duty and has no authority to substitute a different proceeding for it. What occurred on June 26, 2026, was an item of business within the annual meeting of the National Society, not a special meeting. The chapters' request remains outstanding, and the special meeting is still owed. The President General's message of August 6, 2026, declining to call the meeting, does not alter that conclusion. Its central premise, that the same representative body considered and decided the same question in June, answers a question Article VIII, Section 7 does not ask, because the provision keys the duty to the calling of a meeting rather than to the identity of the deciding body. The message also reports further chapter requests received after the close of Congress. Those requests postdate the proceeding said to have satisfied the earlier ones, and if they meet the threshold, they trigger the duty independently.

This opinion relies exclusively on the governing documents of the National Society of the Daughters of the American Revolution furnished to me, including the *National Bylaws* revised July 2026, and the relevant parliamentary authority, specifically *Robert's Rules of Order Newly Revised, Twelfth Edition* (RONR), as adopted in Article XX of the National Bylaws.

II. Discussion

Before turning to the bylaws and the parliamentary authority, it is essential to set out the factual history that led to these questions being raised. The overview furnished to me is here:

- *Chapters submitted written requests asking the President General to call a special meeting of the National Society, to be held October 11, 2026, at which a resolution interpreting the word "woman" in Article III, Section 1 of the National Bylaws would be considered;*
- *The National Board of Management recites that the President General had received requests from 68 chapters in 27 states as of April 21, 2026;*
- *On April 21, 2026, the National Board of Management adopted a resolution designating that resolution as the special order of business for the 135th Continental Congress, held June 24 through June 28, 2026;*
- *On the same date, the Recording Secretary General issued a Notice to Members (CON-5525) stating that, in addition to the regular business to be considered at the 135th Continental Congress, the special order of business had been scheduled for June 26, 2026, at 9:00 a.m.;*
- *The requested special meeting was not called;*
- *The resolution was taken up on June 26, 2026, and failed by a vote of 981 in favor to 1,474 opposed;*
- *Since the close of the 135th Continental Congress, chapters have submitted further written requests that the President General call a special meeting in October 2026, comprising renewed requests from chapters that had requested earlier and requests from additional chapters; and*
- *On August 6, 2026, the President General issued a message to State and Chapter Officers concluding that a special meeting is not required and stating that no additional special meeting will be convened.*

The principal question presented has two components, addressed in turn below.

1. Does a written request of thirty or more chapters in at least ten states obligate the President General to call a special meeting?

Yes. The duty is mandatory, it belongs to the President General alone, and it is not subject to the discretion of the President General, the Executive Committee, or the National Board of Management. The analysis is below.

- a. *The text is mandatory and unconditional.* Article VIII, Section 7 establishes two independent methods by which a special meeting comes to be called. The first: a special meeting "shall be called by the President General when directed to do so by a majority vote of the National Board of Management provided that

at least thirty members of the National Board of Management vote affirmatively." The second: "A special meeting *also* shall be called by the President General upon the written request of thirty or more chapters in at least ten states." The operative verb in each is "shall." Neither is phrased in permissive terms, and the second attaches no condition beyond the request itself. The bylaws do not say the President General "may" call the meeting, do not condition the duty on her agreement with the subject matter, and do not condition it on the proximity of the next Continental Congress.

- b. *The National Board of Management has no role in the second method.* The word "also" marks the second sentence as an alternative and independent trigger. The National Board of Management appears in the first method and is absent from the second. That omission is deliberate. The chapter-request provision exists precisely so that a body other than the National Board of Management can compel the National Society to meet. A reading under which the National Board of Management decides whether, when, and in what form a chapter request will be honored would drain the provision of its only function.
- c. *The enumeration of two methods excludes a third.* RONR provides that "[i]f the bylaws authorize certain things specifically, other things of the same class are thereby prohibited." RONR 56:67(4). Article VIII, Section 7 specifies exactly two ways in which a special meeting of the National Society is called. It specifies no third way, and it supplies no mechanism by which a qualifying chapter request may be deferred, redirected, consolidated, or discharged other than by calling the meeting. A substitute proceeding is therefore not merely unauthorized; it is excluded.
- d. *The threshold was met on the National Board of Management's own record.* The resolution adopted April 21, 2026, recites that "the President General has received requests from 68 chapters from 27 states as of the date of this Resolution." Sixty-eight chapters exceeds thirty, and twenty-seven states exceeds ten. The condition precedent was satisfied, and the National Society has acknowledged as much in a formal record. I note that I have not reviewed the underlying written requests themselves, and this conclusion rests on the recital.
- e. *The general grant of interim authority does not reach this duty.* Article IX, Section 3(a) gives the National Board of Management "all power and authority over the affairs of the National Society during the interim between the meetings of the National Society, excepting that of modifying any action taken by the Continental Congress or other meeting of the National Society." That is a general grant of administrative authority between meetings. It is not authority to relieve the President General of a specific duty that Article VIII, Section 7

imposes on her by name, and it is not authority to extinguish a right the bylaws confer on chapters. A general provision yields to a specific one. Article VIII, Section 7 governs.

- f. *A clear provision cannot be altered by interpretation.* The requesting chapters quote the governing principle in their own resolution: "When the meaning is clear, however, the society, even by a unanimous vote, cannot change that meaning except by amending its bylaws." The principle cuts here. If the National Society wishes to give the President General or the National Board of Management discretion over chapter-requested special meetings, or to authorize substitution of a special order of business for a special meeting, the route is an amendment under Article XXI, not a board resolution.

2. Did the special order of business at the 135th Continental Congress satisfy that obligation?

No. The proceeding of June 26, 2026, was not a special meeting of the National Society, and it could not have been. Five independent grounds compel that conclusion, and the counterarguments do not overcome them.

- g. *A special meeting is by definition a separate session.* RONR provides that "[a] special meeting (or called meeting) is a separate session of a society held at a time different from that of any regular meeting, and convened only to consider one or more items of business specified in the call of the meeting." RONR 9:13. The 135th Continental Congress is the annual meeting of the National Society under Article VIII, Section 1(a). A block of time inside the annual meeting is not a session held at a time different from that of a regular meeting. It is a portion of the regular meeting. No designation, however styled, can make an item on the agenda of the annual meeting into a separate session.
- h. *The exclusivity requirement was not, and could not have been, observed.* Article VIII, Section 7 provides that at a special meeting "only that business specified in the call may be transacted." The 135th Continental Congress transacted the full range of annual business committed to it by Article VIII, Section 1(a), including reports of officers, of the National Board of Management, and of committees, and the election of officers. If June 26, 2026, were the special meeting, then that business was out of order. The National Society has not taken that position and plainly cannot.
- i. *The two proceedings carry different quorums.* Article VIII, Section 5 fixes the quorum at the Continental Congress at three hundred voting members. Article VIII, Section 7 fixes the quorum at any special meeting at one hundred fifty. A single assembly cannot sit simultaneously under two quorum requirements.

The proceedings of June 26, 2026, were conducted as part of a Continental Congress operating under the three-hundred-member quorum, which is itself a demonstration that the assembly was not sitting as a special meeting.

- j. *The Notice does not purport to be a call of a special meeting.* CON-5525 states that "in addition to the regular business to be considered at the 135th Continental Congress, the Special Order of Business has been scheduled for consideration on June 26, 2026." It states that "this matter has been placed on the agenda as the Special Order of Business." The phrase "in addition to the regular business" is the precise opposite of "only that business specified in the call." The Notice announces supplemental business at a regular meeting. Nowhere does it call a special meeting, nor does it identify itself as a call.
- k. *The National Board of Management's own resolution treats the request as outstanding.* The resolution of April 21, 2026, recites that a special meeting "has been requested by chapters to be called by the President General" and that the Continental Congress "is scheduled to occur prior to the date on which such a special meeting has been requested." It designates a special order of business. It does not call a special meeting, does not state that the chapter request is thereby satisfied, and does not purport to discharge the President General's duty. It further provides that the designation "shall not constitute a determination that the resolution is consistent with the National Bylaws or applicable law," and reserves "all rights to raise or assert any procedural, bylaw-based or legal objections." A body that has discharged a bylaw duty does not reserve the right to object to the very proceeding it claims discharged it. The point is easier to see in a simpler case. A party who tenders performance under protest, expressly denying that performance was ever owed and reserving every objection to the demand, has not settled the question whether the obligation was discharged; she has preserved it.
- l. The requests received since Congress stand on their own footing. The message of August 6, 2026, reports that since the conclusion of the 135th Continental Congress the President General has received chapter requests for an October special meeting, comprising renewed requests from chapters that had requested earlier and requests from additional chapters. Whatever view one takes of the requests pending before June 26, these are new requests, submitted after the proceeding said to have answered the earlier ones. Article VIII, Section 7 attaches the duty to the fact of a qualifying written request. It contains no exception for a subject the National Society has previously considered, no limit on the number of times chapters may invoke it, and no grant of authority to weigh whether a further vote is warranted. The entire reasoning of the message, that the representative body decided the question in June, before the requested October date, is directed at the earlier requests and does not reach the

later ones. If thirty or more chapters in at least ten states are among them, the duty arises again on its own terms. I have not been furnished the post-Congress requests and express no view on whether the threshold is met.

- m. *Efficiency is not a source of authority.* The National Board of Management recites that consideration at the Continental Congress "will promote efficiency and allow for the broadest participation by voting members while prudently stewarding the National Society's resources." Those may well be sound institutional judgments. They are not authority. The bylaws do not permit a mandatory duty to be discharged by a less expensive substitute, and RONR 56:67(4) forecloses reading an unenumerated method into a provision that specifies two. I note as well that the record does not support the efficiency premise as strongly as the recital suggests. RONR identifies as a purpose of special meetings the ability "to dedicate an entire session to one or more particular matters." RONR 9:13. The message of August 6, 2026, reports that the assembly devoted a full day's session to the resolution, that debate was extended by suspension of the Standing Rules and ran nearly three hours, and that the vote was taken by secret ballot counted in open session under observers chosen by both sides. I accept that account, and it does not change the analysis. Dedicating time and procedural care to a question is a feature of a special meeting, not a substitute for one. A duty to call a meeting is not discharged by reproducing some of that meeting's attributes inside a different meeting.
- n. *The counterarguments do not survive.* Three arguments have been advanced in support of the position that June 26 should stand. First, that the voting delegates at a convention constitute the entire membership, citing RONR 1:16 and 44:9(b). That is a correct statement of how the denominator is calculated when a governing document requires "a majority of the entire membership." It has no bearing on whether a special meeting was called. Identity of the voting body does not convert a regular meeting into a special one. Second, that notice was given within the timeline set by the bylaws. Notice was indeed timely, sixty-six days, but timeliness is not the defect. The defect is that the Notice called nothing; it announced additional business at a regular meeting. A call that is not a call is not cured by being early. Third, that a special meeting may split regularly held meetings, citing the footnote to RONR 9:13. That footnote provides that when a special meeting intervenes between two regular meetings, the intervention does not affect whether business carries over from the earlier regular meeting to the later one. It presupposes that the special meeting is a distinct session sitting between regular meetings. It is authority against folding a special meeting into a regular one, not for it.
- o. A meeting devoted to one item is still a meeting within the same session. The message of August 6, 2026, describes the proceeding as "a separately

scheduled session... devoted exclusively to that resolution." "Session" is a term of art. Under RONR 8:2, a session is a meeting or series of connected meetings devoted to a single order of business, program, agenda, or announced purpose; a convention that runs from June 24 through June 28 under one adopted program is one session, and each day's proceedings are meetings within it. Devoting one meeting exclusively to a single item does not make that meeting a session, and it does not make it separate. RONR 9:13 requires that a special meeting be a separate session "held at a time different from that of any regular meeting." June 26 was a time within the regular meeting. The description is accurate as to the agenda and inaccurate as to the character of the proceeding.

- p. *The dilatory doctrine does not reach this question.* It has been suggested that the President General has a duty to rule as dilatory any effort to press the October meeting, citing RONR 39:1. A motion is dilatory when it "seeks to obstruct or thwart the will of the assembly as clearly indicated by the existing parliamentary situation." The doctrine governs motions made in a meeting. The chapters' request is not a motion; it is the exercise of a right the bylaws confer, and the calling of the meeting is not a motion either but the performance of a duty the bylaws impose. Neither can be ruled dilatory.
- q. The notice comparison measures the wrong thing. The message observes that notice of the special order was given more than sixty days in advance, exceeding the thirty-day minimum that would apply to a special meeting. As set out above, timeliness was never the defect. The National Bylaws prescribe a minimum interval between the call and the meeting called; they do not provide that early notice of a different proceeding satisfies the requirement to call. CON-5525 announced business "in addition to the regular business" of the 135th Continental Congress. A notice that does not call a meeting does not become a call by arriving early, and exceeding a notice period that presupposes a call cannot supply the call it presupposes. Whether the assembly, once convened, may again consider a resolution that failed on June 26, and what motions would be in order there, is a separate question outside the scope of this opinion.
- r. The corporate-law argument is not developed and does not displace the bylaws. The message states that its reading is consistent with the District of Columbia Nonprofit Corporation Act and with commentary to the American Bar Association's Model Nonprofit Corporation Act, and that the commentary recognizes that "responsible corporate officers may exercise judgment in administering requests for special meetings." No section of the Act and no passage of the commentary is identified, and I am therefore unable to test the proposition against its source. I offer three observations, as flags for counsel rather than as legal conclusions. First, the District of Columbia Act defers on this subject to the articles and bylaws, so a bylaw that says "shall" is not

- softened by a statute that yields to it. Second, the Act treats an unanswered demand as a matter for judicial enforcement rather than officer discretion: D.C. Code § 29-405.03 permits a member who signed a demand for a special meeting to petition the court where notice of the special meeting was not given within thirty days after the demand was delivered to the corporation's secretary. Third, the Act confines a special meeting to "business within the purpose or purposes described in the meeting notice," D.C. Code § 29-405.02(e), which parallels Article VIII, Section 7 and sits uneasily with treating a segment of an annual meeting as the special meeting. Whether and how these provisions apply to the National Society, which holds a congressional charter, is a legal question outside the scope of this opinion and should be referred to counsel.
- s. The representative-body argument answers a question the bylaws do not ask. The President General's message of August 6, 2026, reasons that the National Bylaws establish representative governance, that the body which voted on June 26 is the same body authorized to act at a special meeting, and that its action therefore "constituted action by the National Society." Each premise is correct, and none is responsive. Article VIII, Section 7 does not condition the duty on the identity of the deciding body; it directs that a meeting be called. Who votes and whether a meeting was convened are different questions. Were identity of the voting body sufficient, the second sentence of Article VIII, Section 7 would have no work to do, because the same voting body sits at every Continental Congress and a chapter request could never obtain anything the annual meeting did not already supply. The provision exists so that chapters may compel the National Society to convene at a time of their designation, not to guarantee them a particular electorate.

III. Conclusion

The written request of sixty-eight chapters in twenty-seven states satisfied the condition in Article VIII, Section 7 of the National Bylaws, and upon that request the President General became obligated to call a special meeting of the National Society. The obligation is mandatory. The National Board of Management has no role in it and no power to substitute an alternative proceeding.

The special order of business taken up on June 26, 2026, did not discharge that obligation. It was not a separate session, was not confined to the business of any call, proceeded under the quorum for the Continental Congress rather than the quorum for a special meeting, and neither the Notice nor the resolution of the National Board of Management purported to call a special meeting. The National Board of Management's express reservation of its procedural and bylaw-based objections confirms that it did not regard its own action as dispositive.

The chapters' request therefore remains outstanding, and the special meeting is still due. Until it is called, the duty imposed by Article VIII, Section 7 remains unperformed. The President General's determination of August 6, 2026, does not change that. It rests on the sufficiency of the June proceeding rather than on any authority to withhold a meeting the bylaws require, and the authorities it invokes are not identified with enough specificity to be tested. It also does not reach the chapter requests received after the close of Congress, which stand on their own footing under Article VIII, Section 7 and, if they meet the threshold, give rise to the duty again. What recourse is available to the requesting chapters if the meeting is not called, including any remedy under the law governing the National Society as a corporate body, is a legal question outside the scope of this opinion and should be referred to counsel.

IV. Sources Consulted

The following documents were consulted:

- *National Bylaws of the National Society of the Daughters of the American Revolution, revised July 2026, including the Act of Incorporation and the Standing Rules of the National Society;*
- *Resolution of the National Board of Management designating the special order of business for the 135th Continental Congress, adopted April 21, 2026;*
- *Notice to Members, CON-5525, dated April 21, 2026, together with the attached chapter-requested resolution and list of requesting chapters;*
- *Program of the 135th Continental Congress;*
- *Message from the President General to State and Chapter Officers regarding requests for a special meeting, dated August 6, 2026; and*
- *Robert's Rules of Order Newly Revised, Twelfth Edition.*

The following were not furnished and were not available for review. Each is identified above where it bears on the answer:

- *The written chapter requests for a special meeting; and*
- *The minutes or official record of the proceedings of June 26, 2026; and*
- *The written chapter requests submitted after the close of the 135th Continental Congress.*

V. Disclaimer

This parliamentary opinion is based solely on the provided governing documents and *Robert's Rules of Order Newly Revised* (12th ed.) as of August 7, 2026, and should not be interpreted as legal advice. While certain statutes are referenced, appropriate legal counsel should review any actions taken based on this opinion. While this opinion reflects comprehensive research and analysis of the current situation, it is subject to

modification if further relevant information becomes available. The opinion addresses only the principal question presented and does not consider any other legal matters that may arise from these circumstances. In particular, this opinion takes no position on the merits, wisdom, or legality of the underlying resolution, and expresses no view on any question of federal or state law.

All the best,

A handwritten signature in blue ink that reads "C.J. Cavin". The signature is written in a cursive, flowing style.

C.J. Cavin, JD, CPP-T, PRP