

Oakland County Sportsmen's Club

FORMAL PARLIAMENTARIAN OPINION

SubClub Status Motion — Bylaw Authority & Recusal Requirement

Waterford Hills Road Racing Inc. (WHRRI) | Michigan Midget Racing Association (MMRA)

Issued: September 8, 2026 | Club Parliamentarian | Introduced: Executive Board Meeting | BOD Vote: Next Scheduled Meeting

OPINION — SUMMARY

This opinion addresses two questions before the Board:

1. Is the motion submitted by First Vice President Mike Stailey to reclassify WHRRI and MMRA as lease tenants only, pending demonstration of SubClub compliance, grounded in and consistent with the OCSC Constitution & Bylaws and Processes & Procedures?
2. Are Board of Directors members representing WHRRI and MMRA required to recuse themselves from discussion and voting on this motion?

The answer to both questions is yes.

PART ONE — BYLAW AUTHORITY FOR THE MOTION

THE MOTION IS GROUNDED IN THE OCSC CONSTITUTION AND BYLAWS

The motion submitted by First Vice President Mike Stailey is properly grounded in Article VI, Section 15 of the OCSC Constitution and Bylaws, which defines the requirements for SubClub status and the conditions under which that status is maintained. The motion does not create new requirements — it applies existing ones.

WHAT ARTICLE VI, SECTION 15 REQUIRES

Article VI, Section 15 of the OCSC Constitution and Bylaws defines a SubClub as an organized group of members with a common interest, approved by the Executive Board, the Board of Directors, and the Membership. That approval is conditioned upon the following ongoing requirements:

- Shall have an organized Board of Directors.
- Shall adhere to the Bylaws of OCSC at all times.
- Shall maintain SubClub funds at the same financial institution used by the OCSC Parent Club, with the current OCSC Treasurer or their designee as one of the account holders. (Requirement 1)
- Must provide a detailed income and expense report to the OCSC Treasurer quarterly. (Requirement 2)
- Shall submit Operational Procedures to the Executive Board and Board of Directors for approval. (Requirement 3)

The Processes and Procedures document adds the following requirements on Page 13:

- Any amendments, edits, or rewrites to SubClub governing documents must be submitted to the Executive Board and Board of Directors for review and approval before implementation. (Requirement 4)
- SubClub checking accounts may not exceed \$5,000. Any overage must be transferred to the Main Club Treasury within 30 days. (Requirement 5)
- Expenditures of \$500 to \$1,000 require a phone call to the President and at least one Trustee for approval. Expenditures exceeding \$1,000 must follow the process outlined in the OCSC Constitution and Bylaws. (Requirement 6)

THE DOCUMENTED FINDINGS

The motion documents six findings of non-compliance — one for each numbered requirement above. Both WHRRI and MMRA are found non-compliant on all six requirements. These findings are based on the absence of documented compliance rather than on contested factual claims. The Parliamentarian finds the findings to be appropriately grounded and properly presented.

On Requirement 2 specifically — both WHRRI and MMRA have claimed their respective leases require financial reporting only annually. As the Parliamentarian has previously advised, a lease governing property use cannot modify or supersede the conditions of SubClub status established by the OCSC Constitution and Bylaws. SubClub status is a separate and independent relationship from tenancy. The quarterly reporting requirement is a condition of SubClub status. It is not a lease obligation and is not subject to modification by any lease agreement.

PROCEDURAL PATH — EXECUTIVE BOARD AND BOARD OF DIRECTORS

This motion is being introduced at the Executive Board meeting on September 8, 2026. The Executive Board will review the motion and set the agenda for presentation to the full Board of Directors at the next scheduled BOD meeting. This is the correct procedural path under Article IV, C, Section 1 of the OCSC Constitution and Bylaws, which charges the Executive Board with setting the agenda for Board of Directors meetings and planning implementation of approved motions. The Parliamentarian notes that the motion is properly positioned for this pathway and is ready for presentation to the BOD.

THE MOTION IS PROPERLY STRUCTURED

The motion is properly structured as a main motion under Robert's Rules of Order. It states a clear action, identifies the parties, establishes the basis for the action in the governing documents, and explicitly preserves the existing lease relationships. That final provision is critical — it ensures the motion cannot be characterized as an attempt to terminate the leases or remove WHRRI and MMRA from OCSC property. The motion addresses SubClub status only.

The Parliamentarian finds that the motion submitted by First Vice President Stailey is properly grounded in Article VI, Section 15 of the OCSC Constitution and Bylaws and the applicable sections of the Processes and Procedures. It is a proper main motion, correctly structured, and properly before this Board for a vote.

PART TWO — RECUSAL REQUIREMENT

OVERVIEW — THREE-TIER FRAMEWORK

The recusal requirement for WHRRI and MMRA Board representatives rests on three tiers of authority, each independently sufficient and together forming an airtight governance position. They are presented in order from voluntary to compulsory.

Tier 1 — Voluntary Ethical Obligation (RONR 45:4): Affected Directors should voluntarily abstain based on direct personal interest. Cannot compel.

Tier 2 — Bylaw Obligation (Article III, C, Section 2): A Director who votes to maintain a documented Bylaw violation acts contrary to their signed agreement to be bound by the Bylaws in spirit and intent. Compulsory argument.

Tier 3 — Presidential Enforcement Authority (Article IV, A, Section 1(e)): The President is empowered and obligated to enforce the Bylaws. A vote that knowingly perpetuates a documented Bylaw violation

is subject to Presidential enforcement.

Tier 4 — Trustee Authority to Suspend (Article IV, A, Section 7(e)): The safety net. If the motion is defeated by conflicted votes, the two non-conflicted Trustees may suspend the outcome or the non-compliant condition itself as a Bylaw violation — independent of the BOD vote.

TIER 1 — VOLUNTARY ETHICAL OBLIGATION

THE GOVERNING CITATION — RONR 12th Edition, Section 45, Paragraph 4

"Abstaining from Voting on a Question of Direct Personal Interest. No member should vote on a question in which he has a direct personal or pecuniary interest not common to other members of the organization."

"For example, if a motion proposes that the organization enter into a contract with a commercial firm of which a member of the organization is an officer and from which contract he would derive personal pecuniary profit, the member should abstain from voting on the motion."

— Robert's Rules of Order Newly Revised, 12th Edition, Section 45, Paragraph 4 (45:4)

WHRRI and MMRA Board representatives have a direct personal interest in the outcome of this vote not common to other Directors. If the motion passes their Sub Club loses recognized status and their Board seats are vacated immediately. If it fails they retain both. That is a textbook 45:4 situation — the vote directly and personally determines whether they keep their seats.

Important Limitation: RONR 45:4 explicitly states that "no member can be compelled to refrain from voting" in circumstances of personal interest. Robert's Rules of Order treats recusal as an ethical obligation only — not an enforceable rule. Tier 1 alone does not provide authority to compel recusal or exclude from debate.

IF MOTION PASSES	IF MOTION FAILS
• WHRRI and MMRA lose SubClub recognition. • All BOD seats held by WHRRI and MMRA representatives are vacated immediately. • Affected Directors lose their seats. • Leases are unaffected.	• WHRRI and MMRA retain SubClub status despite documented non-compliance. • All BOD seats held by WHRRI and MMRA representatives are retained. • Affected Directors keep their seats.

TIER 2 — BYLAW OBLIGATION (THE STRONGER ARGUMENT)

This is the stronger and more legally grounded argument for compulsory recusal. It is grounded entirely in the OCSC Constitution and Bylaws — not in Roberts Rules.

Article III, C, Section 2 — Member Agreement

"The member's signature upon the application shall constitute an agreement by the member to be bound by these Bylaws in both spirit and intent, including the possibility of expulsion, with or without cause, at the discretion of the Executive Board, the Board of Directors and the Membership."

— OCSC Constitution and Bylaws, Article III, C, Section 2

Every OCSC member — including every Board of Directors member — signed an application that bound them to the Bylaws in both spirit and intent. That agreement is not conditional. It does not expire when serving as a Director. It does not contain an exception for Sub Club affiliation.

The non-compliance of WHRRI and MMRA with Article VI, Section 15 is documented, admitted on the record, and before this Board for enforcement. A Director who votes — with full knowledge of that documented non-compliance — to maintain the condition that violates the Bylaws is acting contrary to their own signed agreement to be bound by those Bylaws in spirit and intent.

This is not a procedural question about conflict of interest. It is a Bylaw compliance question about whether a Director can use their vote to knowingly perpetuate a violation of the governing documents they agreed in writing to uphold. The answer under Article III, C, Section 2 is no.

A Director who knowingly votes to maintain a documented Bylaw violation is not acting in the spirit and intent of the Bylaws they agreed to be bound by. That vote is itself a Bylaw compliance issue under Article III, C, Section 2 — independent of any conflict of interest analysis under Roberts Rules.

TIER 3 — PRESIDENTIAL ENFORCEMENT AUTHORITY

Article IV, A, Section 1(e) — Presidential Duty to Enforce

The President shall: "enforce the Bylaws, rules, procedures, orders and policies."

— OCSC Constitution and Bylaws, Article IV, A, Section 1(e)

Article IV, A, Section 1(e) imposes an affirmative duty on the President — not a discretionary power, but a requirement. The President shall enforce the Bylaws. This provision is the enforcement mechanism that Tier 2 requires.

The chain of authority is as follows:

1. Article VI, Section 15 establishes the SubClub requirements. Both WHRRI and MMRA are documented and admitted non-compliant.
2. Article III, C, Section 2 establishes that every Director agreed in writing to be bound by those requirements in spirit and intent.
3. A Director vote to maintain documented non-compliance is a vote to perpetuate a Bylaw violation — contrary to the agreement in Article III, C, Section 2.
4. Article IV, A, Section 1(e) requires the President to enforce the Bylaws — which includes the authority and obligation to prevent a vote that would knowingly perpetuate a documented Bylaw violation.

The President does not need Roberts Rules to exclude a conflicted vote when the OCSC Constitution and Bylaws themselves provide the authority. Article IV, A, Section 1(e) is the Bylaw enforcement power. Article III, C, Section 2 is the member obligation being enforced. Together they provide the compulsory mechanism that RONR 45:4 alone cannot.

ON EXCLUSION FROM DEBATE

The Bylaw framework also addresses the debate exclusion question more cleanly than Roberts Rules. A Director who cannot lawfully cast a vote to maintain non-compliance — because doing so would violate their Article III, C, Section 2 agreement — has no legitimate basis to advocate in debate for the outcome they cannot lawfully vote for. Permitting a Director to argue for maintaining a Bylaw violation they are prohibited from voting to maintain is an inconsistency the President has authority to address under Article IV, A, Section 1(e).

THIS IS INDEPENDENT OF THE MORLEWSKI CONFLICT OF INTEREST

This recusal requirement applies to all WHRRI and MMRA Board representatives based solely on the three-tier Bylaw and parliamentary framework above. It is entirely independent of and separate from the previously issued Parliamentary Opinion regarding Trustee Morlewski's dual role and lease conflict of interest. Both opinions may be applied simultaneously. Each stands on its own authority.

PROCEDURE FOR THE CHAIR

5. Before the motion is called, the Chair requests that each Director disclose any representative or leadership role in WHRRI or MMRA. All disclosures are recorded in the minutes by name.
6. The Chair requests voluntary recusal from all affected Directors under Tier 1 — citing RONR 45:4 — as the preferred and most collegial path.
7. If any affected Director declines voluntary recusal, the President invokes Tier 2 and Tier 3 authority — citing Article III, C, Section 2 and Article IV, A, Section 1(e) — and rules that a Director who votes to knowingly maintain a documented Bylaw violation acts contrary to their signed membership agreement. The President, under his affirmative duty to enforce the Bylaws, directs the affected Directors to recuse from discussion and voting.
8. If the President's ruling is challenged, the Chair puts the ruling to a vote of non-conflicted Directors only. The ruling is sustained or overturned by majority vote of non-conflicted Directors.
9. All disclosures, voluntary recusals, Presidential rulings, and any challenges are recorded in the minutes by name. This record is essential for the integrity of the proceeding and for any subsequent Membership review.
10. If the motion is defeated despite these measures — the two non-conflicted Trustees are prepared to immediately invoke Article IV, A, Section 7(e) on the record to suspend the outcome or the ongoing non-compliant condition as a Bylaw violation. The Trustees' invocation is recorded in the minutes by citation to Article IV, A, Section 7(e).

FINAL SUMMARY

Question 1 — Is the motion grounded in the OCSC Constitution and Bylaws?

Yes. The motion is properly grounded in Article VI, Section 15 of the OCSC Constitution and Bylaws and the applicable sections of the Processes and Procedures. It is correctly structured as a main motion and is properly before this Board.

Question 2 — Are WHRRI and MMRA Board representatives required to recuse from discussion and voting?

Yes — on three independent grounds:

Tier 1 (RONR 45:4): Affected Directors have a direct personal interest not common to other members — the vote determines whether they keep their seats. Their ethical obligation is voluntary abstention. Note: RONR 45:4 alone does not compel recusal.

Tier 2 (Article III, C, Section 2): Every Director signed an agreement to be bound by the Bylaws in spirit and intent. A knowing vote to maintain a documented Bylaw violation is contrary to that agreement. This is the stronger compulsory argument.

Tier 3 (Article IV, A, Section 1(e)): The President has an affirmative duty to enforce the Bylaws. That duty empowers and requires the President to prevent a vote that would knowingly perpetuate a documented Bylaw violation — providing the compulsory enforcement mechanism that Roberts Rules alone does not.

Tier 4 (Article IV, A, Section 7(e)): The safety net. If the motion is defeated by conflicted votes, the two non-conflicted Trustees may suspend the outcome or the ongoing non-compliant condition itself as an action that violates the Bylaws — independent of the BOD vote result. Trustee Morlewski is recused from this action. The two clean Trustees acting together constitute a majority of the acting Trustee body.

Issued by the Parliamentarian of the Oakland County Sportsmen's Club

Parliamentarian Signature / Printed Name

Date