Faculty Meetings: “A Quorum Plus Cramshaw”

Ron Lansing*
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Abstract

When the sign painter put “BEATRICE CRAMSHAW, HEAD FACULTY SECRETARY” on her office door, she told him to add "MISS" before her name.
the fact that the team had never won a World Series game on the road, and alleges that his taunting has caused the players and their families to suffer "physical manifestations of severe emotional distress." The complaint further alleges that "Harrelson's statement is false and defamatory, as the clear implication of the words employed by Defendant suggested that Plaintiffs were unable to win a World Series game without the home field advantage and that as a result thereof the World Championships obtained by the Plaintiffs in 1987 and 1991 were less legitimate than similar World Championships obtained by diverse other ball clubs in years other than the aforesaid." Last night's CNN Sports & Courts Center broadcast reported that famed media lawyer Floyd Abrams is flying to Minneapolis to defend Harrelson. When reached for comment, Abrams expressed outrage at this latest attack on the free speech principles that made this country what it is today, and vowed to resist these lawsuits that threaten the very integrity of the social fabric.

In a related action, the Minnesota chapter of the Audubon Club continued to picket the WGN broadcast truck, alleging that Harrelson was giving unfavorable publicity to the eponymous creature he had adopted for his nickname. In explaining why they were picketing, the chapter president pointed to the legislation introduced earlier in this term of Congress to remove the hawk from the endangered species list. That legislation has (not coincidentally) been co-sponsored by members of Congress from every district in which the White Sox play road games.

When the sign painter put "Beatrice Cramshaw, Head Faculty Secretary" on her office door, she told him to add "Miss" before her name. When he painted "Ms." before her name, she told him to "change it at once." The sign painter complained to the Dean that she was "a crotchety ol' pissedhead." The Dean was sympathetic but asked him to "please do whatever she says."

She had not always been Miss. For three years in the early 1940s, she was Mrs. Cramshaw. But when she was widowed by the war, she wanted it to be known that she was "available" even though she kept her dead soldier's last name out of respect. At 64 years of age, that was no longer her reason for being Miss; she was no longer "available." But she had always been known as Miss Cramshaw and "that was that." Besides, she found no liking for the "modern Ms. nonsense."

As Head Faculty Secretary, Miss Cramshaw always rendered extremely detailed minutes of monthly faculty meetings. Each dean had always been to her that she need not be so elaborate, that all she needed to record were the votes and the actions taken and very brief recitals of announcements; discussion comments and her personal observations were [sic] unnecessary.

But Miss Cramshaw was not to be denied her way of reporting minutes. She had always faithfully recorded as much of the happenings as her aging hands would allow. Faculty meetings were, after all, her once a month opportunity to share and hobnob at the top. Those meetings were not open to anyone; only those who served could be there; it was an honor to be included. Her detailed recordings were a way of demonstrating her indispensable service to those meetings.

She held no use for modern word processing machines, calling them "lazy, televised nonsense." She succumbed to photocopying only when the increasing size of the faculty taxed the platen in her Smith-Corona to the point that it could no longer squeeze more carbons and onion skins.

In a day of dwindling workload, she took even more tender care with the preservation of detailed faculty minutes. Recording the words that were said was more accurate for her than summarizing meanings; meanings, after all, have to be understood; words do not.


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Assistant Professor Alicia Smith stated that quorums should never be set so high as two-thirds, that two-thirds is an impossible demand, and that it brings business to "a crunching halt." She stated that the principle of a quorum is "largely an anachronism," that quorums are usually set in other organizations at one-third or even as low as ten percent.

Professor Meigert asserted that this was not some "other organization" and that "we need no custom outside of our own."

The Dean asked if the meeting could proceed insofar as their [sic] were eighteen faculty present which ought to be enough to do the meager amount of business on the agenda.

Professor Kayell then elaborated on the historical reasons for a quorum. He said that it was originally a democratic principle that arose at a time when the means of notifying members of meetings was difficult because of the absence of telephone and delays in postal service; in other words, quorum was not designed to assure enough attendance to do business, but was rather designed to insure the opportunity to attend; if a quorum of members showed up, then it was assumed that fair notification had been accomplished.

Associate Professor Webster then noted that the ease of communicating meeting notices by advance technologies, satisfied the democratic principle, and that, therefore, quorums were no longer necessary.

Professor Kayell wondered why, if some people could make it to meetings on time, why all people couldn't. He expressed particular concern with the repeated absences of Professor Casey Doe.

Associate Professor Webster continued by adding that quorums were a vital democratic principle in representative bodies, such as the U.S. Senate, where members represented constituencies, but quorums had no place in faculty meetings where faculty members represented no voters and were not by their absence disenfranchising innocent people but were only voluntarily relinquishing their own rights.

Professor Meigert reminded again that "all this may be well and good" but the insistence on quorums in these faculty meetings was nevertheless the custom and the law "no matter what the reasons."

The Dean asked that the faulty move along to the agenda.

Assistant Professor Smith moved that the quorum rule, if there was one, be abolished.

Instructor Johnson seconded.

Professor Meigert declared that the motion was out of order because a motion to change the Faculty Rules of Procedure required a ten day advance notice.
And so it was that the Minutes of the September Faculty Meeting of the Welden Hall Law School of Litchfield College appeared like this:

The Dean called the meeting to order at 12:12 p.m.
Professor Gerald Meigert suggested the absence of a quorum.
The Dean stated that he would wait a few more minutes.
Professor Conrad Kayell admonished that the meeting was already "ten minutes" late in getting started. [Twelve minutes, exactly.]
Professor Joseph Laurence III urged that the meeting get started, that his Admissions Committee had important matters on the agenda.
The Dean suggested that the meeting could maybe get started with some announcements while awaiting stragglers.
Professor Meigert agreed that that would be all right as long as no votes were cast or actions taken.
Professor Kayell wondered why mature people couldn't get to meetings on time.
Instructor Romain Johnson inquired about what the quorum rule was.
The Dean ventured that it was two-thirds of the faculty.
Professor Laurence asked where the quorum rule was written.
The Dean and Registrar Roger Willowy could not find it stated in the Faculty By-Laws or Rules of Procedure.
Professor Meigert said that a two-thirds quorum rule had always been observed in his fifteen years at the law school.
Professor Kayell could not remember how far back the two-thirds quorum rule had been observed. [No one bothered to ask the Head Faculty Secretary.]
Professor Laurence emphasized that if the quorum rule was nowhere spelled out in legislation, then it could not be imposed.
Professor Meigert advised, in no uncertain terms, that a roomful of lawyers trained in the common law system need not be reminded that not all rules are written, that some develop by observed practice.
Associate Professor Brock Webster noted that, as far as observed practice was concerned, there has probably been many faculty meetings in which business has been transacted without a quorum simply because no one had ever bothered to raise the issue. Therefore, "what custom may have given in terms of a two-thirds quorum regard, custom can take away by disregard."
The Dean stated that there were important matters to be taken up on the agenda and that he would really like to get along with the meeting.
Professor Meigert reminded that there was no meeting "to get along" that there was no quorum.

Assistant Professor Alicia Smith stated that quorums should never be set so high as two-thirds, that two-thirds is an impossible demand, and that it brings business to "a crunching halt." She stated that the principle of a quorum is "largely anachronism," that quorums are usually set in other organizations at one-third or even as low as ten percent.
Professor Meigert asserted that this was not some "other organization" and that "we need no custom outside of our own."
The Dean asked if the meeting could proceed insofar as their [sic] were eighteen faculty present which ought to be enough to do the meager amount of business on the agenda.
Professor Kayell then elaborated on the historical reasons for a quorum. He said that it was originally a democratic principle that arose at a time when the means of notifying members of meetings was difficult because of the absence of telephone and delays in postal service; in other words, quorum was not designed to assure enough attendance to do business, but was rather designed to insure the opportunity to attend; if a quorum of members showed up, then it was assumed that fair notification had been accomplished.
Associate Professor Webster then noted that modernly the ease of communicating meeting notices by advance technologies, satisfied the democratic principle, and that, therefore, quorums were no longer necessary.
Professor Kayell wondered why, if some people could make it to meetings on time, why all people couldn't. He expressed particular concern with the repeated absences of Professor Casey Doe.
Associate Professor Webster continued by stating that quorums were a vital democratic principle in representative bodies, such as the U.S. Senate, where members represented constituencies, but quorums had no place in faculty meetings where faculty members represented no voters and were not by their absence disenfranchising innocent people but were only voluntarily relinquishing their own rights.
Professor Meigert reminded again that "all this may be well and good" but the insistence on quorums in these faculty meetings was nevertheless the custom and the law "no matter what the reasons."
The Dean asked that the faculty move along to the agenda.
Assistant Professor Smith moved that the quorum rule, if there was one, be abolished.
Instructor Johnson seconded.
Professor Meigert declared that the motion was out of order because a motion to change the Faculty Rules of Procedure required a ten day advance notice.

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Professor Laurence reminded Professor Meigert that the motion did not change the written Rules because the Rules did not expressly provide for a quorum.

Professor Meigert reminded Professor Laurence that a quorum, although unwritten, was a part of the Rules by virtue of custom. Associate Professor Webster observed that "we've been over this ground before."

Professor Paul Pender then said that the motion was out of order for another reason. If there was no quorum, then, without a quorum, there was no official meeting from which this motion or any motion could be made. Assistant Professor Smith asked if a quorum included the two voting student representatives, because if it did, then there was a two-thirds attendance. She computed that there were 28 full-time faculty members (including the Dean and the Librarian and the four writing instructors), and that only 18 were present, for a total of 64 percent present. But if the two student representatives were counted, then there would be 20 out of 30 present, or 67 percent, the necessary two-thirds quorum.

The Dean asked for a clarification vote on the question.

Are the two voting student body representatives considered part of the faculty for quorum purposes? The vote was fifteen (15) "YES" and two (2) "NO" and three (3) abstaining.

Professor Kayell wondered why people come to faculty meetings if they're simply going to abstain from voting. Assistant Professor John Santorri rose to a point of personal privilege to explain why he had abstained. He said that he thought it was all "bothersome" that he couldn't care less about quorums, that the whole meeting was wasting valuable time from his task force study for the State Tax Commission.

Registrar Willowby asked for permission to speak, and, then, noted that the two student representatives had voted "yes" in the last vote, and that it might be improper for someone to vote on a vote that would allow them to vote.

Professor Laurence corrected the Registrar by pointing out that the vote did not concern the students' right to vote, it concerned their status in the quorum.

The Registrar thanked Professor Laurence for that clarification but then noted that his point was still well taken. Furthermore, he thought that this might be a good time to raise again his frequently made point that staff should also be given a vote in faculty meetings if students are given such a vote.

One of the student representatives said something. [I could not hear because everyone was talking at once.]

Professor Meigert interjected by observing that the Registrar's noted inquity simply means that neither students nor staff should be allowed to vote.

Professor Paul Pender observed that staff vote or student vote in faculty meetings was not the question at hand. The question at hand is: Should students be allowed to vote on whether they are to be included in a quorum? He expressed the hope that the discussion would be precise in its focus on that specific question.

Professor Meigert argued that no one, student or faculty, should ever be allowed an official vote if there was no official quorum. A vote without a quorum is not official, and any non-quorum vote that effectively declared a quorum was a form of "bootstrapping" against logic and Robert's [sic] Rules of Order. [The rest of it simply could not hear.]

The Dean expressed again that "as good gentlemen all," he hoped the quorum issue could be put behind and the rest of the agenda entertained. Assistant Professor Smith corrected the Dean and admonished him that the faculty was composed of "good gentlemen."

The Dean apologized by saying that he intended no offense and that he meant the word "gentlemen" as a "generic and neutral" term. A student representative said something to the effect that she was offended. [I could not hear her because everyone was talking at the same time without being recognized by the chair!!!]

Professor Meigert said that the meeting, if there was a meeting, was getting far afield.

The Dean declared that a quorum existed and that the first item on the agenda, Approval of Minutes, should be taken up. Assistant Professor Smith objected, saying that her motion was on the floor and had not been acted on. The Dean was in doubt and so he asked the Faculty Secretary to read any pending motions. [I read the pending motion: "Moved that the quorum rule, if there is one, be abolished."

The Dean apologized [again] to Assistant Professor Smith for inadvertently ignoring the motion. Professor Meigert repeated that the motion was out of order for lack of the ten day notice and urged the Dean to so rule.

The Dean asked for advice and discussion from the faculty. Professor Laurence urged the Dean to make a ruling, any ruling, "anything will do."

Eventually, Associate Professor Webster moved to table the motion.
Professor Laurence reminded Professor Meigert that the motion did not change the written Rules because the Rules did not expressly provide for a quorum.

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had to be so detailed. He thought it was "remarkable" and said he had "never seen such complete minutes before in any law school or organization." [I thank the professor for his kindness.]

Assistant Professor Smith also expressed concern about the detailed minutes and wondered if the Dean was imposing that kind of slavish commitment on the staff in other areas.

The Dean said that he could assure Professor Smith that "the detail was entirely the product of the Head Faculty Secretary's own devotion." [And this is true.]

Professor Santori felt that the detail often invaded the inner sanctum of the faculty and divulged privacies that the rest of the law school community ought not be privy to.

Professor Kayell defended the minutes and stated that they had been this way for "25 years" [27 really] and that the careful attention of the Head Faculty Secretary to such detail had often proved to be a welcome source of law school history; that whatever cost of duplication was involved, it was certainly worth the price; that he hoped the Secretary would take his remarks as a vote of confidence. [She does.]

There being no further discussion, the minutes were approved. [As they always have been approved for 27 years.]

The Dean expressed the hope that the meeting could proceed to the next item on the agenda . . .
Professor Laurence seconded.
Instructor Johnson attempted to argue against the tabling.
Professor Laurence admonished Instructor Johnson that a motion to table was not debatable.
The vote to table was taken and it passed: thirteen (13) "YES"; five (5) "NO"; two (2) abstaining. Assistant Professor Smith, Instructor Johnson, Librarian Neirijesky, and the two (2) student representatives opposed.
The Dean ruled that the motion to table had passed.
Librarian Neirijesky pointed out that the motion did not pass because it required a two-thirds vote for passage.
Professor Meigert said it only required a majority vote.
Librarian Neirijesky begged to differ and said that any nondebateable motion to kill debate required a two-thirds vote.
Professor Laurence said that it did not make any difference because 13 "ayes" out of 18 voting is over 70 percent.
Librarian Neirijesky urged that 13 "ayes" out of 20 present is less than two-thirds.
[Professor Meigert then admonished the Librarian in words this Secretary refuses to report.]
The Dean asked if anyone knew a way out of this parliamentary tangle.
At that moment, Associate Professors William Wright and Harold Thompson entered the meeting, and upon being informed and advised, promptly voted in favor of tabling the motion.
Professor Kayell asked them why they could not get to meetings on time, pointing out that the meeting was supposed to have started "30 minutes" ago. [34 minutes exactly.]
The Dean asked if it would now be all right to get to the first item on the agenda. Hearing no objection, the Dean asked for approval of the minutes of the last meeting.
Librarian Neirijesky indicated that he had not been receiving copies of the faculty minutes. [Which was wrong!] The Head Faculty Secretary carefully pointed out that I gave all faculty members and staff complete copies of the minutes within three days after each meeting, that only once in 27 years had there ever been any deviation from that procedure and that was when I had to attend Judge Fortner's funeral in 1966. If anyone did not receive a copy of the minutes, it was more likely the product of their own misplacing rather than a neglect on my part.
The Librarian said that he did not mean to imply any neglect of duty and that he was sorry he mentioned it.
Professor Windom Trabeau said that, as a visitor here, he had no objection to the content of the minutes but wondered whether the minutes had to be so detailed. He thought it was "remarkable" and said he had "never seen such complete minutes before in any law school or organization." [I thank the professor for his kindness.]
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The Care and Feeding of TV Court Critics

Gerald F. Uelmen

There was a time in America when courtrooms were one of the chief sources of entertainment and amusement. Watching a trial was like going to the theater, and part of the fun was picking up the next day’s newspaper to see if the critic sized up the performances the same way you did. This era produced some of the greatest court critics ever. Let me offer some examples:

First, an article that appeared in the San Francisco Call on September 29, 1864. It appeared under the headline, “Advice to Witnesses.”

Witnesses in the Police Court, who expect to be questioned on the part of the prosecution, should always come prepared to answer the following questions: “Was you there, at the time?” “Did you see it done, and if you did, how do you know?” “City and County of San Francisco?” “You say the defendant struck the plaintiff with a stick? Please state to the Court what kind of a stick it was.” “Did it have the bark on, and if so, what kind of bark did it have on?” “Do you consider that such a stick would be just as good with the bark on, as with it off, or vicy versy?” “Why?” “I think you said it occurred in the City and County of San Francisco?” “You don’t know anything about this assault and battery, do you?” “You have seen this defendant before, haven’t you?” “Well—that’s all.” “Say: did this occur in the City and County of San Francisco?” The Prosecuting Attorney may mean well enough, but meaning well and doing well are two very different things. His abilities are of the mildest description, and do not fit him for a position like the one he holds, where energy, industry, tact, shrewdness, and some little smattering of law, are indispensable to the proper

* © 1993 Gerald Uelmen. Dean and Professor of Law, Santa Clara University School of Law. Co-author of Supreme Folly (1990). This article is based on remarks presented to the mid-year meeting of the United States Trademark Association, Ft. Lauderdale, Florida, on November 12, 1992.