

Yes We Can Surviving a Bylaws Change

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Governance Issues

- **Articles of Incorporation**
Organized as a not-for-profit professional/trade organization under section 501(c)(6) or 501(c)(3) under the Internal Revenue Service.
- **Bylaws**
Rules adopted by the organization for governing its own affairs; provide structure; determine members' rights and the power within the assembly; should be simple and straight forward; each sentence should stand alone. "Shall means must."
- **Policies**
A course of action to allow smooth operation without relying on oral history or association folklore. "Shall means must."

The Bylaws

- An organization's most important document.
- Provide structure—without bylaws anarchy would follow.
- Define members' rights and responsibilities.
- Define power of the officers and board.
- Define power of the general assembly.

- Determine the type of organization the members have.
 - Democratic powers residing in the assembly
 - Authoritarian powers vested in the board and officers
- Serve as a contract between the membership and the organization.

Bylaws - General Guidelines

- Simple and straightforward.
- Amendable.
- Avoid dates.
- Give freedom instead of restrict freedom.
- Specify a parliamentary authority such as *Roberts Rules of Order* (latest edition).
- "Shall" means must.
- "Should" means may (optional).
- Use a task force (temporary) instead of a standing committee (permanent).

- Avoid writing general policy and procedure in the bylaws.

Example: "If an education session is cancelled by the association, all fees are refunded."

This should not be in the bylaws.

Composition of Bylaws

- Article I: Name of organization
- Article II: Object or purpose
Single sentence is preferred (not necessarily the mission statement)
- Article III: Members
 - Section 1: Membership classes or categories
 - Section 2: Membership eligibility
 - Section 3: Dues or fees
 - Section 4: Membership requirements
 - Section 5: Disciplinary procedures
 - Section 6: Resignation (and reinstatement)

- Article IV: Officers
 - Section 1: Titles and duties
 - Section 2: Nominations and elections
 - Section 3: Eligibility
 - Section 4: Terms of office
 - Section 5: Removal from office
 - Section 6: Vacancies
- Article V: Meetings
 - Meeting dates
 - Quorum
 - Special meetings
 - Cancellation of a regularly scheduled meeting
 - Electronic and other meetings

- Article VI: Executive Board
 - Board Composition
 - Meetings
 - Removal from office and vacancies
 - Duties
- Article VII: Committees/teams/task forces
- Article VIII: Parliamentary Authority
- Article IX: Amendments
- Article X: Indemnification
- Article XI: Dissolution

Revising v. Amending

- Revision is a proposed replacement of the current bylaws. Everything is up for grabs.
- Amending is used for making one or two changes or a clarification.

Revising the Bylaws

(a proposed replacement of the current bylaws)

- Appoint a committee with the most interested and vocal people.
- Consider hiring a parliamentarian.
- Ask the membership to submit suggestions.
- Contact legal council for review...general or specific.

- When committee completes the task, present the proposed replacement to the membership.
- Include a letter explaining the major changes:
 - Added: "Provision for electronic voting"
 - Deleted: "Attendance requirement"
 - Modified: "Method of election"
 - Clarified: "Succession of officers"

Revisions - Things to Remember

- When **revising** the bylaws, the current bylaws are not under consideration at all.
- If the revision is defeated, no changes to the current bylaws take place.
- If members like some revisions, but not all, they have to propose the items they like as amendments to the current bylaws.
- A revision is similar to presenting the bylaws for the first time. Everything in the proposed revision is open to change by the membership.

- Although not voted on in this manner, the revision usually is considered article by article.
- Articles are considered, presented, discussed, and amended one by one.
- Then the revision as a whole is opened up for discussion and further amending...just in case you changed something in one article that affects another article.

Revisions - The Vote

- Present the revision at a special meeting or a series of meetings.
- Consider the articles one by one.
- If amendments are proposed, vote on the amendment. If adopted, it becomes part of the revision.
- When all the amendments have been adopted, the chair opens the amended version for consideration.

- Two-thirds vote is required for passage.
- If passed, they are effective immediately ...although a *proviso* may be attached.

Amending the Bylaws

(a few changes to current bylaws)

- Procedure is outlined in current bylaws.
- Usually requires giving the membership previous notice.
- Amendments should come through a committee or a written petition signed by at least two members.

Amendments - Giving Notice

- Giving notice informs the membership that there is a limit to the scope of change.
- Word the notice formally.
- State the original bylaw, the proposed amendment and how the new bylaw, if adopted would read.
- It's good to include a reason.
- No other amendments may be introduced.

Amendments - The Vote

- Amendments are handled as a general order of business at the meeting at which they are proposed.
- A formal motion is required.
- Amendments can be amended by the assembly...requires two-thirds majority.
- Amendments require a majority vote.
- Amendments become effective immediately.
- Attach a *proviso* if necessary

After the Vote

- As a courtesy, inform members of the outcome.
- Review bylaws every two to three years unless circumstances warrant otherwise.

Leadership Challenges

- Know...**really know**...what the bylaws say.
- Be prepared to defend the changes.
- Look to the future.
- Embrace change – yes you can.