

WHAT IS A BYLAW REVISION AND WHEN SHOULD AN ORGANIZATION REVISE THE BYLAWS?

A bylaw revision is a major overhaul of the bylaws. It is done when there are too many changes to be made through the amending process. Organizations should be constantly reviewing their bylaws to see if it meets their current needs. If an organization is changing rapidly either through growth or through decline, they may need to be amending the bylaws yearly.

If an organization feels they need to "revise" the bylaws, then it should be approached this way.

1. A bylaw committee is appointed with the instruction to revise the bylaws.

This should be a large committee with many views represented. Members should be notified that a committee is meeting to revise the bylaws and be invited to submit changes to the committee for consideration. Considering the membership's suggestions in the committee can save time when the revision is presented to the membership. Robert's suggests several subcommittees -- one subcommittee to draft the bylaws, another subcommittee to look for inconsistencies, make the style uniform and make sure that everything relating to a single subject is placed in the same or adjacent articles, and still another subcommittee to edit for punctuation, grammar and spelling.

A word of warning: If an organization is incorporated, the bylaws must be consistent with the Corporate Charter. Check to see if the names on both documents agree. Also check to insure that meeting dates, officers, number of board members, etc. are the same.

2. When writing bylaws, try to stay away from "legalese" and keep it simple for all to understand.

In Henry A. Davidson's book, HANDBOOK OF PARLIAMENTARY PROCEDURE, page 181, he states, "Legal language is not used in the constitution of a professional, scientific, civic, or technical organization. Lawyers use duplicate words with slightly varying shades of meaning in order to plug up every possible loophole; hence they use such expressions as 'cease and desist', 'null and void', 'give and bequeath', 'agree and covenant', 'confirm and ratify', and many other pairs. There is no need for such double-talk in the constitution of a body that has no law-making powers." He also recommends using the simple future or simple present verb tense. This book is an interesting resource for writing bylaws. However, it is out of print but your library may have it. Many

of his ideas conflict with Robert's Rules but he has some very helpful suggestions about writing bylaws.

3. Include the following to avoid some of the most common mistakes found in bylaws:

- Explain the nominating procedure.
- State when dues are due, what they are and what are the penalties for being late or for non-payment.
- State the standing committees and allow for the appointment of special committees.
- Have a clause for removing officers; or include the phrase "or until their successors are elected."
- Include a clause to cancel and reschedule meetings in case of an emergency or inclement weather.
- Include a quorum number for meetings, board meetings and committee meetings.
- Provide for special meetings and who may call them.
- Include a clause to reschedule meeting at the end of that clause be sure to state how the members are notified of the rescheduled meeting.

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ⁱ Robert McConnell Productions - Your Parliamentary Procedure Resource.