

Amending Your Bylaws

by Colette Collier Trohan
Certified Professional Parliamentarian-Teacher
Professional Registered Parliamentarian

The purpose of the bylaws document is to describe the structure and flow of authority of the association. Bylaws are a covenant between your members and your association. For this reason, your bylaws should not be changed without a fair and open process. With very few exceptions, rules placed in the bylaws cannot be suspended. If your bylaws do not reflect current practice, it is important to amend them to conform to the wishes of the association.

Bylaws should always contain an article describing the process of amendment. If there is no article on amendment, but your organization uses *Robert's Rules of Order Newly Revised* as its parliamentary authority, your bylaws can be amended by giving previous notice of the proposed amendment and getting a 2/3 vote of those present and voting at a meeting. (A vote of a majority of the entire membership is an acceptable alternative. For associations in which the board of directors has the authority to amend the bylaws, this can be a more practical standard to meet.)

While on the surface these requirements might seem restrictive, there are good reasons for them. If all voting members receive notice of proposed bylaw amendments, they are guaranteed that major decisions about the organization will not be made without their receiving fair warning and the opportunity to be present at the meeting where the outcome is decided.

The 2/3 vote helps provide organizational stability. At the very first meeting of an organization, the vote required to adopt the initial bylaws is a majority vote. As time goes by the organization will grow, and it is highly unlikely that all of the members will be present at any one meeting. If a quorum is a small percentage of the total membership and a majority of those present could change the structure of the

organization, it would be possible to make huge changes at the whim of a small percentage of the total membership. When the board of directors has the power to amend the bylaws, there is even greater potential for volatility, because fewer people carry greater decision-making authority.

Amendments to the bylaws should always be carefully considered, and the exact language prepared well in advance of the meeting where the vote will take place. I recommend that the association provide the exact text that is being added, or stricken, or both. Members appreciate it if this text is provided to them in a three-column format, such as:

Current Language:	Proposed Changes:	If Adopted:
This column will have the exact text as it appears in the bylaws.	This column will show the changes tracked with insertions in bold and deletions in strike through .	This column will show the text if the changes are made as recommended.

Sometimes the bylaws have gotten so convoluted that the best remedy is to undertake a revision – which means that an entirely new document will be substituted for the existing document. Accomplishing a complete revision frequently takes two years, because there are often important governance decisions to be worked out, and each decision likely will have an impact on another aspect of the association. Nevertheless, it is worth the effort: it is far better to take more time on a revision than to have to go back and do things over.

When the time comes to adopt the revision, it should be considered paragraph by paragraph. Amendments to the sections can be adopted by majority vote as you go along. One final vote is taken on the revision as a whole. If the required vote is not achieved, your existing bylaws stand.

After the meeting, it is important to properly incorporate the changes exactly as they were made. Many clients appreciate having a parliamentarian do this follow-up for them to ensure speed and accuracy. Often the new documents can be ready before the end of the convention, rather than days or weeks later. Once the decisions are made, members can breathe a sigh of relief and get on with the work of the association!