



What's a Snippet? Glad you asked! A Snippet is short article about meetings or parliamentary procedure. New snippets are released on the first day of every month at www.agreatmeeting.com.



Snippet #128 Amending Bylaws

Bylaws codify the structure and flow of authority of the association, and provide the framework for its members to work together to fulfill their mission and objectives. This framework, like any physical building, may need to be modified periodically to meet the changing needs of its inhabitants. With most buildings we have building codes to keep us from making unsafe choices, but what are the building codes for bylaws?

1. *Who can propose changes to the bylaws?* It is generally advised to require that more than one person propose amendments. This gives greater opportunity for more careful vetting before the amendment comes to the floor for a vote. Some options include: a board, committee, chapter (for a national organization), or a petition from a certain number of members (usually 5 or 10).
2. *How do we make multiple changes?* When you want to make a change that appears in several places, start with the place where the language originates. For example, if you want to change a committee name, start with the article that names the committees. Then find all of the other places, and list them as conforming amendments. Conforming amendments are automatically accepted to make sure the rest of the bylaws conform to the principle change being made.
3. *How should proposals to amend bylaws be vetted?* Quite often problems are caught in the early drafting stages that would be difficult or impossible to correct on the floor. The parliamentarian should create the initial draft, in collaboration with the bylaws committee, leaders, or staff. If the amendment may have a legal implication it should be reviewed by the association attorney, and the board of directors and bylaws committee may want to make additional recommendations or comments in the printed version for the members. These reviews ensure that the proposal is clear and accurately achieves the desired objective.
4. *What kind of notice should be given?* The requirements for amending the bylaws should always include a provision that notice of a proposal be given at least 30 days prior to the meeting at which the amendment will be considered. The notice should include the exact text of the changes proposed.
5. *What kind of vote should be required?* A vote threshold set too low can make this important document subject to the whim of a temporary majority, but a vote threshold set too high can make it impossible to make critical changes. A two-thirds vote requirement fits well between the two extremes.
6. *Who should have the power to amend the bylaws?* This depends entirely on the type of association. Board-driven associations (such as foundations) often don't have members, so this important power is usually held by the board of directors. Member-driven associations often have a house of delegates in their governance structure, and this setting allows for deliberation and adoption by a larger and more representative group. Some associations allow the entire membership to vote to amend the bylaws, but unless there is ample opportunity for real-time deliberations of the pros and cons of the proposals, it is likely to amount to little more than a dressed up rubber stamp process.