



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 #125 Provisos: Change Mapping

Change isn't always easy. When an organization attempts to change its structure, it can get downright messy. There's a tool that can make these transitions more manageable, called a proviso (pronounced pro-**VI**-so). Simply put, a proviso is the transition plan from what is being done now to what will be done once all the changes are in place. Unless otherwise specified by a proviso, changes to bylaws or other rules go into effect immediately. Provisos delay full implementation and might further describe special circumstances to effect the changes.

The shortest distance between two points is a straight line. First, it's important to establish the current situation *as defined by the bylaws*. Often assumptions about what is current in the bylaws are based on custom rather than fact. A close look at the current language can provide some unpleasant surprises, but better at the beginning of the project than later. Second, a common mistake people make when making significant changes to their structure is not defining the clear endpoint; they write the transition plan before clearly outlining the outcome. The bylaws or other rules must be written with the final language – which gives the second point of our straight line.

Many years ago, a friend described it to me by saying that most of life could be summed up in three questions:

1. Where am I going? (*The final structure or rule*)
2. Where am I now? (*The current structure or rule*)
3. How will I get there? (*The proviso, or transition plan*)

Once the clear starting and ending points have been established, we need to assess the options available along that straight line. If the changes are extensive, the proviso should be written as a separate attachment to the bylaws, and clearly identified as such. If the changes are isolated, they can be inserted at the end of the pertinent section. In either case, the provisos are clearly marked as such, and when they have been fully implemented, they can be removed without further vote by the membership. Writing the transition into the bylaws instead of using provisos creates nasty problems: if all of that transitional language is adopted as part of the bylaws, it becomes additional clutter to be removed by amending the bylaws later.

Provisos become critical when changing the size, composition, or terms of directors. Many states have laws that prohibit corporations from changing their bylaws in such a manner that the change shortens a current director's term of office. Often the current terms have gotten tangled up with vacancies being incorrectly filled – vacancies are always filled for the remainder of the original term, the person filling the vacancy does not start another new term. It might take several years for a new board composition to take effect. The transition plan should be projected out for several years to ensure the changes will be fully implemented.

A proviso can be proposed as part of an amendment to the bylaws, in which case it is debated, amended, and adopted as part of the bylaws proposal. A proviso can also be offered during the meeting as an amendment to an existing proposal, in which case it is handled the same as any other amendment from the floor.