

Amending Your Bylaws

By Colette Collier Trohan, CPP-T, PRP

The bylaws are the document that people often love to hate, because changing what is written in them can be such a cumbersome process. The important thing to remember is that the bylaws outline the structure and flow of authority in the association. Changes to the structure and flow of authority shouldn't be made lightly, and the members should not wake up one day to find that the association they joined has completely changed.

Your bylaws should tell anyone who reads them all of the important points about the structure and flow of authority in your association. Other rules can be included, if they are considered so important to the members that they cannot be changed without extraordinary means. Bylaws are a covenant between the member and the association. Rules placed in the bylaws cannot be suspended, unless that rule provides for its own suspension. (There's a nitpicky exception to this, but trust me, you don't want to go there.) For these reasons, it can be just as important to decide what to leave out of the bylaws as what to put in.

The bylaws should always contain an article describing the process of amendment. If there is no article on amendment, but the organization uses *Robert's Rules of Order Newly Revised* as its parliamentary authority, the requirement is that previous notice of the amendment must be sent to all voting members, and a vote of two-thirds of those present and voting is required for adoption. While this can seem restrictive, there are good reasons for these requirements. If every voting member receives notice of proposed bylaw amendments, the members are guaranteed that major decisions about their organization will not be made without them having the opportunity to be present at the meeting at which the decision is made. The two-thirds vote requirement prevents a temporary majority from making drastic changes in the association.

Amendments to the bylaws should always be carefully thought out, and the exact language prepared well in advance of the meeting at which the matter will be decided, or the ballot that will be taken. When consulting on bylaws, I always recommend that the association include the following minimum provisions:

- A requirement for previous notice with the exact text of the amendment
 - The vote required for adoption, usually a two-thirds vote
 - A provision outlining who has the right to propose amendments
 - A provision for exceptional situations, usually allowing for amendments without the required notice by a greater vote to consider and even greater vote to adopt
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- A provision for review by a committee with the powers of that committee clearly stated.

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. In such a case, it is usually impossible to do a traditional “side by side” comparison of the two documents, because they won’t line up together, but a document based on the existing bylaws describing the changes to each section can be prepared. A revision is considered paragraph by paragraph, but there is only one final vote: to accept or reject the revision in its entirety.

After the meeting, it will be important to properly incorporate the changes exactly as they were made. Many clients appreciate having me to do this follow-up for convenience and accuracy.

Writing bylaws is a skill that requires training and experience. Amateurs can accidentally write provisions in the bylaws that were the opposite of what was intended, and some provisions can be written that create problems that are not noticed until the problems they create become apparent. The document is the heart and soul of the association, and should be handled with great care and respect. As they say in the commercials: professional driver – don’t try this at home.