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## Snippet #135 Bylaws: The What and Why

When all else fails, blame the bylaws. Sounds crazy, but it's a common occurrence. What is the true role of the bylaws as part of a successful organization? What should they contain?

Bylaws are an extremely important governance document. They are the first level of association-owned documents whose content is not dictated by law. Although the law might require an item, such as proxy voting or the size of the board, to be covered in the bylaws, it does not dictate what that content is to be. It is in the bylaws that the association sets the framework for its own governance. Bylaws contain three main elements: the structure, the flow of authority, and any rules that are considered so important that they must have the protection of the bylaws amending process. (*See Snippet 128 – Amending Bylaws.*)

The structure includes the composition of the membership and board of directors, officers, terms of office, and descriptions of other components such as districts, regions, chapters and committees. For example, if certain membership categories are listed in the bylaws, other categories may not be created without amending the bylaws. The bylaws frame the house in which the association lives. It can be very rigid and detailed like a Victorian mansion or it can be loose and flexible like a tent or cabana. The choice is made by the members when the association is formed and the initial bylaws are adopted.

The flow of authority answers the question, “Who gets to make which decisions?” The fundamental rights of all members include the right to be notified, be present, participate by making, seconding, debating and voting on motions, and the right to be a candidate for office. Limitations on these rights must be stated in the bylaws. The most important authority granted in the bylaws is the right to amend them; whoever “owns” the bylaws owns the association. It's important that this power be held by an informed group that is large enough to have the wisdom of divergent opinions. Amending bylaws should only take place at a meeting where those who will make the decisions so fundamentally important to the association can engage in comprehensive deliberations.

Last are the “important rules.” These usually come about because of an erosion of trust between the members and the board. The members tend to put these rules in the bylaws so that they have more authority to demand compliance. This isn't the fault of the bylaws; it's the result of issues that have not been resolved. Boards get frustrated when they have to wait for delegate assemblies to meet and give final approval for what they want to do, and delegate assemblies get frustrated when their boards make decisions about the association without input from, and respect for, the opinions of the members. The board's worst nightmare is the plodding delegate assembly that won't let the board do what it wants to do and only says “no.” The delegate assembly's worst nightmare is the runaway board that ignores the wishes of the members and only says “yes.”

Bylaws reflect the association's philosophy, culture, and balance of power. Bylaws do *not* create or dictate that balance of power. Don't blame the bylaws for problems created by people.