

Bylaws Basics for Associations; Protocol for Member/Delegate Assemblies

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Learning objectives

- **Attendees will understand the importance of bylaws for associations, the relationship of bylaws to other governance documents, and the role of bylaws in the functioning of an association.**
- **Attendees will be able to state the differences between general assemblies and houses of delegates and the pros and cons of each.**
- **Attendees will become familiar with the necessary procedural rules for all member/delegate assemblies, including the handling of recommendations and motions from reference committees.**
- **Attendees will realize the importance of preparation for meetings of member/delegate assemblies, such as the AAMA House of Delegates.**

Bylaws and other governance documents

- **Generally, bylaws are the primary governance document for professional associations.**
- **Bylaws must not violate any applicable laws—federal, state, or otherwise.**
- **Bylaws are of higher legal authority than secondary governance documents such as standing rules, policies, and procedures.**

Bylaws and other governance documents (cont.)

- **If there is a conflict of language between bylaws and other documents, the language of the bylaws is controlling.**
- **Bylaws should be a separate, stand-alone document. The bylaws should not be in a document that contains other governance documents—such as standing rules, policies, and procedures.**
- **If bylaws are included in a document that contains other governance documents, some leaders and members may draw the wrong conclusion that bylaws are of equal authority as the other documents.**

Importance of bylaws

- Bylaws should be reviewed at least annually by elected leaders of an association.
- All leaders do not have to be bylaws experts, but all leaders should have a working knowledge of the bylaws.
- *A copy of the bylaws should be present at every meeting in case questions arise.*
- There should be a bylaws committee to answer questions about the bylaws and to propose amendments.

Hierarchy of bylaws

- For associations that have national, state, and local levels, the national bylaws often contain language stating that they supersede the state and local bylaws. For example:
- *AAMA Bylaws*—“ARTICLE IV—CONSTITUENT SOCIETIES...

Section 4. Constituent Societies’ Bylaws shall not be in conflict with the AAMA Bylaws. The AAMA Bylaws shall supersede those of a Constituent Society.”

Mandated sections of bylaws

- **National bylaws may require certain language to be included in state and local bylaws. For example, from the *AAMA Bylaws*:**
- **“ARTICLE IV—CONSTITUENT SOCIETIES...**
- **Section 7. Constituent Society Bylaws must be in strict conformity with the mandated sections of the AAMA Bylaws: Name and Affiliation, Purpose, Organizational Policy, Membership, Dues, Reciprocity of Membership, Delegates/Alternates representation to the House of Delegates, Dissolution.”**

Prohibited state affiliate language

- National bylaws may prohibit state and local affiliates from having language that is inconsistent with the national bylaws. For example, the *AAMA Sample State Society Bylaws* state:
- “No state society may make rules of membership eligibility which are more stringent or more lenient than national's (e.g., requirements for attending a certain number of meetings per year or having a council on the society level which approves a member's membership...)”

Membership in certain levels required

- Membership at more than one level may be required by national bylaws. For example, from the *AAMA Bylaws*:
- “Article VI, Section 1—C. Membership in a Component Chapter shall be required if the Constituent Society so mandates. If the Constituent Society does not mandate that a member belong to a Component Chapter, or if there is no Component Chapter, the member shall be considered a “state member at large” and may belong to the AAMA and the Constituent Society without belonging to a Component Chapter.”

Trilevel or bilevel membership

- A national association may permit its state societies to decide whether membership in a component (local) chapter is required. For example, in the AAMA context:
- A state society may or may not require a member to belong to a component chapter. If a state society requires a member to belong to a component chapter (if one exists in the area), it is trilevel. If a state society does not have component chapters, it is bilevel.

Trilevel or bilevel preferences within the AAMA

- **Some state societies prefer a trilevel structure. Other state societies prefer a bilevel structure. The AAMA Bylaws permit either structure.**
- **In some state societies, component/local chapters are vibrant, thriving organizations.**
- **In other societies, local chapters are not functioning well. The vibrant, thriving organization is the state society.**
- **Even during this age of virtual meetings, some state societies may prefer either a trilevel or bilevel structure.**

Non-functioning AAMA local chapters

- **Members assigned to a component chapter are required to pay local chapter dues, as well as state society and AAMA dues.**
- **If a component chapter is not functioning and not providing services to members, it should be disbanded.**
- **State societies should have procedures in their governance documents for disbanding component chapters. These procedures should be followed and the AAMA Executive Office should be notified.**

Member/Delegate Assemblies

- **Associations often hold an annual meeting/conference that includes a meeting of: (1) the voting members; or (2) delegates elected by voting members or affiliated state associations.**
- **These member/delegate assemblies often establish policies for the association.**
- **The board of directors/trustees is often charged with carrying out the policy decisions of the assembly, with the assistance of paid staff (if applicable).**

General Assembly

- **“General Assembly:** This body acts for the total association membership in the transaction of its business. Such an Assembly’s membership is limited to persons who are recorded on the rolls of the association as voting members in good standing.
- **In a General Assembly all members in good standing in attendance at the Assembly have the authority to vote on all matters as presented before the Assembly.”** (*Guidelines for Conversion from House of Delegates to General Assembly*)

House of Delegates

- **“House of Delegates:** This body acts for the total membership in the transaction of its business. The House of Delegates distinguishes the voting body of delegates from large numbers of other members who come to the annual meeting. Delegates may be representatives of a state society or other constituency...
- **Contingent on the wording in the bylaws, in a House of Delegates only the delegates have the authority to vote on the matters presented before the House. Officers may vote if specified in the bylaws or may not be allowed to vote.”** (*Guidelines for Conversion from House of Delegates to General Assembly*)

State laws and procedural rules

- **Under the laws of most states, annual association meetings may be held: (1) in person; or (2) remotely/by electronic means.**
- **The laws of some states allow an annual meeting at which some participants are present in person and others are present by electronic means as long as everyone is able to hear everyone else.**
- **The laws of some states allow election of directors/trustees and officers by certain types of remote voting in addition to in-person voting.**

The laws of which state(s)?

- **Associations and their annual meetings are often governed by the state in which they are incorporated.**
- **Associations may also be under the authority of laws of the state in which their central office is located (if there is a central office).**
- **On occasion and for limited purposes, associations may be obligated to obey some laws of the state in which their annual meeting is held.**

Procedural rules

- Association annual meetings (whether general assemblies or houses of delegates) must follow procedural rules to facilitate rational and fair decision-making.
- Primarily, the procedural rules in the bylaws and other governance documents must be followed.
- Association bylaws will often reference a parliamentary authority (such as *Robert's Rules of Order*) for resolving questions about procedural issues that cannot be answered by the governance documents.

Expected preparation of members/delegates

- **For a general assembly or house of delegates to make prudent decisions, members or delegates must study the agenda and background materials well in advance of the meeting in order to: (1) understand the issues; (2) ask questions of appropriate association leaders; and (3) undertake any research required to make enlightened decisions on the business items of the general assembly or house of delegates.**

Procedural necessities

- **Timely (as prescribed in the governance documents) notice should be given to all appropriate parties in the manner(s) prescribed in the governance documents.**
- **A deliberative body must have a specific and understandable agenda.**
- **A policymaking body must have rules of order to facilitate the orderly and efficient conduct of business.**

Procedural necessities (cont.)

- A decision-making association body—whether a general assembly or a house of delegates—must have a presiding officer, such as: (1) the speaker of the general assembly or house of delegates; or (2) the president; or (3) another association officer.
- All appropriate parties should be given a reasonable opportunity to be heard, consistent with the governance documents and general principles of civility and decorum.

Procedural elements

- **Deliberative bodies may have reference committees to allow for in-depth discussion of matters coming before the decision-making body.**
- **Reference committee discussion and debate is often subject to fewer procedural constraints than the proceedings of a general assembly or house of delegates.**
- **Nevertheless, fundamental principles of fairness should be evident during reference committee hearings.**

Reference committee reports

- In most association contexts, reference committees are expected to submit written reports to the deliberative body.**
- These reference committee reports may contain recommendations to pass or not pass a particular measure coming before the general assembly or house of delegates.**
- Reference committee reports may also contain reference committee motions for consideration by the decision-making body.**

Handling of reference committee reports

- If a reference committee recommends that a proposal coming before the policymaking body be passed or defeated, the item of business before the body is the original proposal, not the recommendation of the reference committee.
- If a reference committee proffers a motion (e.g., to refer to a committee or the board of trustees/directors) for consideration by the deliberative body, the item of business before the body is the motion, not the original proposal.

Presiding officer

- The presiding officer should be familiar with the issues to be discussed and should be objective and unbiased and should conduct the meeting accordingly.
- To the best of her/his ability, the presiding officer should ensure that the minority is treated respectfully and not disadvantaged because of their opinions.
- Also, the presiding officer should ensure that the will of the majority prevails.

Logistical fairness

- **All members/delegates should be able to hear the comments or questions of other members/delegates, as well as the rulings of the presiding officer.**
- **Rules about members/delegates being heard should not be thwarted by technical problems, such as non-functioning microphones.**
- **The seating of delegates from year to year should be fair. Alphabetical seating of delegates should be varied from one year to the next to avoid unfairness. (This has been the practice at the AAMA House of Delegates.)**

Other procedural matters

- A quorum is defined as the minimum number of members/delegates required for the transaction of official business in a member/delegate assembly.
- Minutes are defined as the written record of actions taken by a decision-making body. Minutes are legal documents and therefore should be carefully prepared, reviewed, approved, and filed. Minutes are discoverable in a court of law.