

Chapter 2

Defining the Organization: Bylaws and Other Rules

In This Chapter

- ▶ Knowing how to adopt, amend, and suspend your rules
- ▶ Changing your bylaws and applying them properly
- ▶ Keeping members informed of changes to bylaws and rules

“We the People. . .” These famous words begin the definition of one of the greatest organizations in the world, The United States of America.

We the people adopted a rule early on that secures the right “peaceably to assemble.” Your right to belong to an organization is based on the agreement of everybody that assembling is a natural and sacred right, and it’s one of the first membership rules the founding fathers established. It was so important that they put it in the Constitution, making it pretty sure to stay in force unless a large majority of Americans agree to change it. And that’s not likely to happen anytime soon.



A country *is* its citizens, and your organization *is* its membership. And the success of both depends on the members’ agreement to the fundamental rules. If you think of your organization’s rules as the framework for your mutual cooperation and benefit, then you can understand bylaws and other organizational rules much more clearly.

In this chapter, I focus primarily on bylaws because they establish the real framework of your organization. But my focus isn’t intended to minimize the importance of other types of rules. It’s just to say that your bylaws are to your organization pretty much what the Constitution is to the good ol’ USA.

Covering the Rules about Rules

C'mon now, admit it: You saw it in the Table of Contents, but you really didn't believe that a whole chapter could be dedicated to covering rules about the rules. Well, after all, this is a book about a book full of rules, so this chapter shouldn't be a big surprise. But don't worry, it's not really all that complicated.

When it comes to the rules about rules, one rule stands out: A deliberative assembly is free to adopt whatever rules it may want or need as long as the procedure for adopting them conforms to any rules already in place, or to the general parliamentary law (which I define in Chapter 1).

The reason for having rules in the first place is so that you and your fellow group members can mutually agree on *governance* (that is, who your leaders are, how you choose them, when you have your meetings, and so forth), *procedures* for arriving at group decisions, and *policy* covering the details of administration for your organization.

Without rules, you don't last long as a group; you're unable to avoid conflicts, and you experience disagreements on things as basic as whether a particular assembly of individuals can really decide something in the name of the group. You don't know for sure whether some procedure used is inappropriate for arriving at an important decision. And without a way of classifying the different rules, you find yourself not knowing which rule takes precedence and when. Robert's Rules sets up some basic classifications to help you avoid these complications.

Classifying your rules

Different situations call for different types of rules. Robert's Rules classifies the different rules of organized groups based generally on their application and use and on how difficult they are to change or suspend.

Robert's Rules classifies rules for deliberative bodies as follows:

- ✓ **Charter:** The charter may be either your *articles of incorporation* or a *charter issued by a superior organization* if your group is a unit of a larger organization. A corporate charter is amendable as provided by law or according to provisions in the document for amendment. A charter issued by a superior organization is amendable only by the issuing organization.

- ✔ **Bylaws:** The *bylaws* are fundamental rules that define your organization. Bylaws are established in a single document of interrelated rules. (I discuss bylaws in detail in the sections following this one.)
- ✔ **Rules of order:** *Rules of order* are written rules of procedure for conducting meeting business in an orderly manner and the meeting-related duties of the officers. Because these rules are of a general nature about procedure rather than about the organization itself, it's customary for organizations to adopt a standard set of rules by adopting a parliamentary authority such as Robert's Rules. Rules of order can be customized then by adopting *special rules of order* to modify or supersede specific rules in an adopted parliamentary manual. For example, the rule of order in Robert's Rules limiting speeches in debate to ten minutes can be superseded permanently by adopting a special rule of order providing that speeches are limited to three minutes. Most of the rules in Robert's Rules and the other chapters of this book are rules of order.
- ✔ **Standing rules:** These rules are related to the details of administration rather than parliamentary procedure. For example, suppose your group adopts a motion that directs the treasurer to reimburse the secretary for postage up to \$150 per month, provided the secretary provides a written request accompanied by receipts for postage purchased and a log of items mailed in the name of the organization. That policy becomes a standing rule. Motions that you adopt over the course of time that are related to policy and administration are collectively your *standing rules*.



Robert's Rules also mentions *custom*, referring to unwritten rules followed in actual practice. But because they're not written, they're not considered a "class" of rules.

Ranking the rules

When you're dealing with different types of rules, you need to know when to follow which rule. Among the more fundamental rules, then, are those about which rule takes precedence over other rules.

Finishing first: Charter

The charter, if you have one, reigns supreme. Nothing except a judge or the law of the land supersedes it. Fortunately, a charter is usually pretty succinct and operates like a franchise. It's a grant of authority by the state (if your group is incorporated) or a superior organization (if your group is a constituent unit of a larger body).

A charter usually lists the few conditions under which you must operate, but it usually provides for your organization to be subject to bylaws specifically tailored to your organization but which may not conflict with provisions of the charter.

Coming in second: Bylaws

Even though the bylaws contain the most important single set of rules for defining your organization and its governance, the content of the bylaws remains binding and enforceable only to the extent it doesn't conflict with your charter. If your group is not incorporated or not subject to a charter, then the bylaws are the highest-ranking rules of your organization. No matter what, no rules of order or standing rules can ever be enforced if they conflict in any way with your bylaws.

Because bylaws define specific characteristics of the organization itself — including (in most cases) which parliamentary authority will be used by the organization — bylaws are of such importance that they can't be changed without previous notice and the consent of a large majority of your members.

Tying for third: Special rules of order and standing rules

Special rules of order and standing rules have completely different applications and uses, but they rank together as immediately subordinate to bylaws because they have one particular thing in common: They contain individual rules (each of which is usually adopted separately from the other rules in the class) based on the specific need of the organization to accomplish a specific purpose for which the rule is adopted.

Coming in fourth: Robert's Rules (parliamentary authority)

Robert's Rules is a parliamentary manual, and if your organization has adopted it as your parliamentary authority, then Robert's Rules is binding on your group. But it's binding only to the extent that it isn't in conflict with the charter, bylaws, special rules of order, or standing rules.

Last place: Custom

By *custom*, I mean procedures that aren't written anywhere but are followed in actual practice just as if they were written rules. Custom has its place, and any practice that's taken on the standing of an unwritten rule is just as binding as if it were written, with one exception: If a written rule exists to the contrary, even in the parliamentary authority, then the custom must yield as soon as the conflict is pointed out to the membership through a point of order; the only way around this exception is if a *special rule of order* is adopted to place the custom formally in the body of written rules.

Laying down rule requirements

Fundamental differences exist in the procedures you use to adopt or amend each class of rules. Table 2-1 lists the rules by class and the requirements for their adoption, amendment, and suspension. (See Chapter 11 for rules on suspending rules.)

Table 2-1 Rule Classifications and Requirements

<i>Class of Rule</i>	<i>Requirements to Adopt</i>	<i>Requirements to Amend</i>	<i>Requirements to Suspend</i>
Charter	Instrument initially adopted by majority vote or as provided by law or chartering authority	As provided in charter	Can't be suspended
Bylaws	Instrument initially adopted by majority vote	As provided in bylaws, or by two-thirds vote with previous notice if bylaws silent	Can't be suspended unless provisions for suspension are included for a particular rule or are clearly in the nature of a <i>rule of order</i>
Special rules of order	Previous notice and two-thirds vote, or a majority of the entire membership	Previous notice and two-thirds vote, or a majority of the entire membership	Two-thirds vote, subject to limitations (see Chapter 11)
Standing rules	Majority vote	Majority vote with notice, two-thirds vote without notice, or a majority of the entire membership	Can't be suspended if application is outside a meeting; can be suspended for the particular session by majority vote if application is in a meeting
Rules of Order (parliamentary manual)	Initially adopted by specifying in bylaws, but may be adopted by special rule of order	Not amendable, but special rule of order or standing rule takes precedence	Two-thirds vote, subject to limitations (see Chapter 11)

After you know the basics about the different classes of rules, it's time to drill down to bylaws, because your bylaws are the heart of your organization's structure.

Uncovering Bylaw Basics

Your *bylaws* comprise the fundamental rules that define your organization. They should include all the rules that your group determines are of such importance that

- ✔ They can't be changed unless the members get previous notice of any proposed change and a large majority (commonly two-thirds) is required to enact any proposed change.
- ✔ They can't be suspended (see Chapter 11) even by a unanimous vote.



A particular bylaw may be suspended if the bylaw provides for its own suspension or if it's a rule that otherwise would be considered a *rule of order* as defined in the section "Covering the Rules about Rules," earlier in this chapter. An example of such a bylaw that can be suspended is a provision that "the president shall preside at all meetings of the assembly." Because this bylaw is specifically a rule related to the duty of an officer in a meeting, it would otherwise be classed as a rule of order, and it could, therefore, be suspended. I discuss procedures for motions to suspend the rules in Chapter 11.



The exception permitting bylaws to be suspended in these cases must be narrowly construed. If there's any doubt as to whether a rule in the bylaws can be suspended, it probably cannot be suspended.

Because bylaws are such a closely interrelated and customized set of rules, they're gathered in a single document. With the exception of any laws governing your organization or your charter (if your organization is incorporated or is a unit of a larger organization), the bylaws take precedence over any and all other rules you may adopt.

The nature of bylaws is sufficient to establish a contract between members and define their rights, duties, and mutual obligations. Bylaws contain substantive rules relating to the rights of members whether they're present in meetings or not. The bylaws detail the extent to which the management of the organization's business is handled by the membership, a subordinate board, or an executive committee.



Whenever the United States Congress enacts a law that treads on the fundamental rights of a citizen, that citizen can take 'em to task and show Congress just how the law is unconstitutional. Well, bylaws are like that in a way. Adopting a motion or taking any action that's in conflict with your bylaws is wrong, and under Robert's Rules, any such action is null and void.

Origins of the constitution and bylaws

As stable as Robert's Rules are, styles change over time. It used to be much more common for an organization to have two separate governance documents — one being the *constitution*, and the other being the *bylaws*. Now, it's considered preferable to combine all the articles from both into one document called *bylaws*.

Then . . .

Up until about 1970, Robert's Rules took into account that organizations usually would establish two sets of rules to define themselves. The higher-ranking rules were called the *constitution*, and the rules ranked just below the constitution in importance were called the *bylaws*.

The constitution usually contained the articles establishing the name and object of the organization; and articles defining the qualifications of members, officers, and the essential details of meetings. (If the society was to be incorporated, the corporate charter contained these articles and no constitution was adopted.)

The bylaws, then, contained any other rules that the organization may have required that couldn't be changed without previous notice. These rules included any details related to meetings that weren't included in the constitution; the quorum requirement; and any provisions for executive boards, committees, and parliamentary authority.

Both the constitution and bylaws contained specific provisions for amendment, with the constitution a little more difficult to amend.

And now . . .

The only substantive difference between then and now is the recognition that unless some real purpose is served by having two documents with one more difficult to amend than the other, having a separate constitution and bylaws is unnecessary.

In fact, the only time a separate constitution is a good idea is when some law requires it.

Robert's Rules now includes in the bylaws all the articles once placed in the two separate documents. Furthermore, whenever the term *bylaws* is used in Robert's Rules (or in *Robert's Rules For Dummies*, for that matter), it refers not only to bylaws but also to the constitution (when one exists).

You don't have to go to all the trouble of taking your violation to the Supreme Court, however. You just have to take it to the membership by raising a point of order (see Chapter 11). And even though the membership is pretty supreme, it can't even use a unanimous vote to make legal something that conflicts with the bylaws without amending the bylaws, because to do so would violate the rights of the absentees.



Because of the nature and importance of bylaws, and because members' rights are spelled out there, a copy of your bylaws should be given to every member upon joining your organization. And anybody who's considering joining your organization should also be given a copy of your bylaws upon request. By joining, your prospective member agrees to be bound by these rules, and it's reasonable for him or her to want to look over your bylaws in advance. For just that reason, I usually request a copy of an organization's bylaws in advance of making a commitment to become a member. I figure there's nothing wrong with looking at what I may be getting myself into!

Breaking Down the Content of Bylaws

Your bylaws may have more articles than the basic list provided by Robert's Rules. (And that's okay unless you're adding a lot of stuff that you shouldn't.) In any case, the following list outlines the articles you should have in your bylaws (and the order in which they should appear) in order to cover the basic subjects common to most organizations.

1. **Name:** Specify the official name of your organization in this article.
2. **Object:** This article includes a succinct statement of the object for which your society is organized. This statement should be broad enough to cover anything your group may want to do as a group, but it should avoid enumerating details because when you list things, anything you leave out is deemed excluded.
3. **Membership:** Begin this article with details of the classes and types of membership as well as the voting rights of each class. If you have eligibility requirements or any special procedures for admission, then include them under this article. Also include any requirements for dues, including due dates, rights or restrictions of delinquent members, explanations of when members are dropped from the rolls for nonpayment, and reinstatement rights. Any rules related to resignations or any intricate requirements related to memberships in subordinate or superior societies are included here, too.
4. **Officers:** This article is the place to explain specifications about the officers your organization requires and any duties beyond those established by rule in your parliamentary authority (see Chapter 15). Sections including qualifications of officers; details of nomination, election, and terms of office

(including restrictions on the number of consecutive terms, if any); and rules for succession and filling vacancies are appropriately placed in this article. You may include a separate article to describe the duties of each officer.

- 5. Meetings:** This article contains the dates for all regular meetings. Authority for special meetings, if they're to be allowed, must appear in the bylaws. Details related to how and by whom special meetings can be called and the notice required are included here. Also, the quorum for meetings should be included in a section of this article.
- 6. Executive Board:** If your organization plans to have a board of directors to take care of business between your regular meetings (or all the time, if that's the way you set it up), then your bylaws *must* include an article establishing the board and providing all the details regarding the board's authority and responsibility. Be clear and specific about who is on the board, how board members are elected or appointed, when the board is to meet, any special rules it must abide by, whether it can make rules for itself, and, of course, specific details of the board's powers.



The powers and duties of boards vary widely from one group to the next, and problems arise for many organizations whenever the members and the board have different ideas about the role and duties of the board. This article, therefore, should be developed or amended only with the greatest care.

It's common not only to have an *executive board* to handle the business of the organization between membership meetings, but also to have an *executive committee* (that reports to the board) comprised of selected officers who are authorized to act for the board in the time between board meetings. The same amount of care must be taken when establishing the composition and power of an executive committee as when establishing a board. Furthermore, as with the executive board, no executive committee can exist except as is expressly provided for in the bylaws.

- 7. Committees:** All regular standing committees that your group anticipates needing to carry out its business are defined, each in its own section, under this article. The description of each standing committee should include the name of the committee, how its members are selected, and its role and function in the organization. If it's desired or expected that other standing committees may be needed, then this article must contain an authorization for the formation of additional standing committees. Otherwise, the bylaws have to be amended to create a standing committee.

8. **Parliamentary Authority:** Adopting a parliamentary authority in your bylaws is the simplest and most efficient way to provide your group with binding *rules of order* under which to operate. The statement adopting the parliamentary authority should define clearly any rules to which the rules in your parliamentary authority must yield.
9. **Amendment:** The precise requirements for previous notice and size of the majority required to change the bylaws are specified in the bylaws. If your bylaws say nothing about amendment, and if Robert's Rules is your parliamentary authority, then amending your bylaws requires previous notice and a two-thirds vote.

Making Sure the Bylaws Are Complete

If your bylaws include at least the basic articles I outline in the section "Breaking Down the Content of Bylaws," then you're at least able to say that you have a set of bylaws. But a basic set of bylaws often isn't enough. There are plenty of things that you just can't do unless you make provisions for them in your bylaws.

The actions in the following list are collected from throughout Robert's Rules, but this list is by no means a complete one. It's accurate, though, and it may help you if you're wondering whether you can (or can't) do something in your own organization.

If your bylaws don't specifically authorize it, you can't

- ✔ Elect by plurality, cumulative, or preferential voting
- ✔ Submit absentee votes (including votes by mail, fax, e-mail, or proxy)
- ✔ Hold a runoff between the top two candidates
- ✔ Suspend a requirement for a ballot vote
- ✔ Suspend a bylaw
- ✔ Limit officers to those who are members of your organization
- ✔ Restrict the right of a member to cast a write-in vote
- ✔ Keep a vice-president from assuming the office of the president if a vacancy opens in the office of president
- ✔ Allow honorary officers or members to vote
- ✔ Create an executive board

- ✓ Appoint an executive committee
- ✓ Impose financial assessments on members
- ✓ Suspend a member's voting rights or drop a member from the rolls for nonpayment of dues or assessments
- ✓ Hold meetings by telephone conference, videoconference, or (heaven forbid) e-mail
- ✓ Hold special meetings

Amending Your Bylaws

No matter how good a job you've done in creating your bylaws, it's inevitable that sooner or later, you'll need to change something. If you followed all the guidelines and instructions for creating proper bylaws, then they can't be too easily amended, but amending them isn't so difficult that you can't consider and make changes within a reasonable time when necessary.

Setting the conditions for amending your bylaws

Normally, amending something previously adopted (see Chapter 12) takes a majority vote if previous notice is given, a two-thirds vote without any previous notice, or a majority of the entire membership (see Chapter 8).

But amending a previously adopted bylaw is a different story. You want to ensure that the rights of all members continue to be protected. The surest way to provide this protection is to prevent bylaws from being changed without first giving every member an opportunity to weigh in on a change. And bylaws should never be changed as long as a minority greater than one-third disagrees with the proposal.

Just think: If you can amend your bylaws by a majority vote at any meeting without notice, then Pete Sneak, Mabel Malevolent, and Connie Slink can assemble a small group on a slow night and, by excluding everyone not present from the right to vote, push through changes that allow the evil threesome to effectively take over all the group's bank accounts.

This worst-case scenario illustrates why you make it just a little more difficult to amend bylaws than to amend anything else. And you should always specify in your bylaws the exact requirements for their amendment.



According to Robert's Rules, you should, at the very least, require a two-thirds vote *and* previous notice to make any change at all in your bylaws. The previous notice ensures that anybody who cares about a bylaw amendment knows it's going to be voted on at a particular meeting, so they can attend the meeting if they want to help the vote reach (or fail to reach) the threshold. The rule also makes sure that if more than one-third of the members voting are opposed to the change, then they win and nothing changes. When deciding what amendment requirements to put in your bylaws, consider two things: the *details of the previous notice* and the *vote threshold required to adopt*. For detailed information concerning previous notice, turn back to Chapter 4; you can find a discussion of voting thresholds in Chapter 8.

Giving notice of bylaw amendments

Bylaws are important to orderly, productive organizations, so even if you don't know many specifics about them, you can probably guess that bylaw amendments are pretty serious undertakings. Amending bylaws essentially changes the contract you've made with your fellow members about how your organization operates, so you need to be really technical and precise. The proper notice for a bylaw amendment contains three fundamental components:

- ✓ The proposed amendment, precisely worded
- ✓ The current bylaw
- ✓ The bylaw as it will read if the amendment is adopted

Additionally, the notice should include the proposers' names and their rationale for offering the amendment. It may also include other information such as whether a committee or board endorses or opposes the amendment.

I furnish a Web link to an example form for a bylaw notice in Appendix B.

Handling a motion to amend bylaws

When the time comes to deal with the amendment on the floor, you're handling a special application of the motion to *Amend Something Previously Adopted* (see Chapter 12). The bylaw amendment is subject to all the rules for that motion except for the following:

- ✓ The provisions for amendment contained in your bylaws determine the requirements for previous notice and the vote required to adopt a bylaws amendment. But if your bylaws

have no provisions for their amendment, the requirement is a two-thirds vote with previous notice, or without notice, a majority of the entire membership. Unless you say so in your bylaws (and you shouldn't), amending bylaws by a majority vote or a majority of the entire membership is never in order.

- ✔ Primary and secondary amendments to your proposed bylaw amendment can't exceed the *scope* of the notice. For example, if the proposed amendment was noticed as one to raise the dues by \$10, then you can't amend the proposal to up the dues by more than \$10. (Nor can you amend the proposal to lower the dues by any amount!) But you can amend the proposal to increase the dues only \$8, because an \$8 increase is within the scope of notice.
- ✔ After you've adopted an amendment, that's it. You can't reconsider the vote. (But if the amendment fails, you can reconsider *that* vote.) See Chapter 12 for more information on the motion to *Reconsider*.
- ✔ The rule against considering essentially the same question twice in a meeting doesn't apply when you're amending bylaws. Members may offer different ideas on how to handle things, and all bylaw amendments included in the notice are eligible for consideration.



Even though other amendments addressing the same issue have to be considered if proper notice has been given, you can't get around the possibility that after you adopt a particular bylaw amendment, other proposals may become moot because any change in the bylaws may make a yet-to-be-considered amendment impossible to enact.

Amending specific articles, sections, or subsections of your bylaws

Proposed amendments to bylaws are main motions, which means that the amendments are themselves open to primary and secondary amendments.

When you're amending parts of your bylaws, you propose the amendment as a main motion and specify one of the same processes you would for any amendment. The processes of the motion to amend, which are described in detail in Chapter 9, are

- ✔ Strike out words, sentences, or paragraphs
- ✔ Insert (or add) words, sentences, or paragraphs
- ✔ Strike out and insert (or *substitute*) words, sentences, or paragraphs

Any primary or secondary amendments to the proposed bylaws amendment must be within the scope of notice as I describe it in the previous section. However, when your amendment is noticed as a substitution of an article or section, and some part of the substitution is no different from the original bylaw, then you're prohibited from amending that particular part when considering the substitution. When no change is proposed, any change is considered outside the scope of the notice.

Tackling a full revision of your bylaws

A *revision* to bylaws is an extensive rewrite that often makes fundamental changes in the structure of the organization.

By considering a revision of your bylaws, you're proposing to substitute a new set of bylaws for the existing ones. Therefore, the rules regarding scope of notice that limit primary and secondary amendments don't apply. Your group is free to amend anything in the proposed revision before it's adopted, as if the bylaws were being considered and adopted for the first time.

Recording the results of the vote

Bylaw amendments (requiring a two-thirds vote) are handled as a rising vote (see Chapter 8) unless the amendments are adopted by unanimous consent. However, because of the importance of bylaws and the impact of their amendment, unless the vote is practically unanimous, the best and fairest procedure is to count the vote and record the result in the minutes.

Interpreting Bylaws

Your bylaws belong to your group, and only your group can decide what they mean. Sure, a parliamentarian can help you understand the technical meaning of a phrase or a section here and there. But when you come across something ambiguous (meaning that there's more than one way to *reasonably* interpret something), then the question remains to be answered by your organization by a majority vote at a meeting.



If you find your group has to adopt a specific interpretation to resolve an ambiguity, then make the interpretation. But as soon as you can, follow up by amending the bylaws to remove the ambiguity. Making the adjustment to the bylaws keeps you from having to go round-and-round with the same issue depending on who attends the meeting!

Robert's Rules lists some *principles of interpretation* to help you narrow down what's truly ambiguous and what's just a matter of following a rule for interpretation. I list and discuss these principles here in the context of bylaws, but the principles apply to other rules, too.

- ✔ Bylaws are subject to interpretation only when ambiguity arises. If the meaning is clear, not even a unanimous vote can impute to them a different meaning. In other words, if you want a bylaw to have a different meaning, then you have to amend it.
- ✔ When bylaws are subject to interpretation, no interpretation can be made that creates a conflict with another bylaw. You're also obligated to take into account the original intent of the bylaw if it can be ascertained.
- ✔ If a provision of the bylaws has two reasonable interpretations, but one interpretation makes another bylaw absurd or impossible to reconcile and the other interpretation doesn't, then you have to go with the one that doesn't have a negative effect on existing bylaws.
- ✔ A more specific rule takes control when you have a conflict between the specific rule and a more general rule. For example, if your bylaws say that no relatives are permitted at meetings and another individual bylaw says that you can bring your spouse to the annual meeting and barn dance, then be prepared to buy your spouse a new dress or a new tie before the festivities begin.
- ✔ When bylaws authorize specific things in the same class, other things of the same class are not permitted. For example, if your bylaws allow members to enter cats, dogs, hamsters, and ferrets in the annual pet parade, then elephants are off-limits.
- ✔ When a bylaw authorizes a specific privilege, no privilege greater than the one that's authorized is permitted. For example, if your bylaws say that your board can provide refreshments for the members at meetings, that doesn't mean the board can host a banquet at the Ritz.
- ✔ If a bylaw prohibits something, then everything beyond that which is prohibited (or limited) is also prohibited. However, other things not expressly prohibited or not as far-reaching as the prohibition are still permitted. For example, if your bylaws say that you can't throw rotten fruit at your president during a meeting, then you probably *can* get away with catapulting a spoonful of fresh stewed tomatoes in his direction.

- ✔ If a bylaw prescribes a specific penalty, the penalty can't be increased or decreased except by amending the bylaws. For example, if you say a member shall be expelled for speaking ill of the Grand Mazonka, then a member who calls the GM a louse must be expelled but you can't kick him on the backside as he heads for the exit.
- ✔ If a bylaw uses a general term and then establishes specific terms that are completely included in the general term, then rule that's applicable to the general term applies to all the specific terms. For example, if your bylaws define a class of membership as *Royal Pains* and that class includes *Hot Shots* and *Know-It-Alls*, then a rule applying to *Royal Pains* applies to both the *Hot Shots* and the *Know-It-Alls*, as well.

Publishing Your Bylaws and Other Rules

As I explain in Chapter 15, one of the duties of the secretary is to maintain a record book containing the current bylaws and rules of your group. This book should be available at meetings for easy reference.



Furnishing every member with a copy of the bylaws when they join the organization is good practice. Because special rules of order are indispensable to a member's effective participation in meetings, it's customary for special rules of order to be printed with, but under a separate heading from, the bylaws.

Standing rules, which are for the most part policies related to the details of administration, are maintained as a current list. Update the list as rules are added, amended, or rescinded. Unlike the bylaws and special rules of order, the list of standing rules is normally only furnished to your officers and staff in order that they can perform their duties in accordance with the policies adopted by the membership.



Some organizations periodically publish an updated booklet containing all their rules except those that appear in the parliamentary authority. By publishing this type of booklet, you communicate that you intend for your rules to mean something. Your members are encouraged to know and understand the rules, which helps everybody become more effective participants in your meetings. Everybody wins when you foster a high level of respect for, and awareness of, the rules of your organization.