

## Revised Report of the AALL Bylaws Review Special Committee

May 17, 2016

### **Committee Members:**

Katherine Coolidge, Chair

Paula Davidson, AALL Liaison

Holly Riccio, AALL EB Liaison

Johanna C. Bizub

Carol Bredemeyer

Bret Christensen

Caroline Osborne

The purpose and charge of the Special Committee is as follows:

**PURPOSE:** The Bylaws Review Special Committee is responsible for conducting a review of the Bylaws and Resolutions Committee to determine if it continues to meet the needs of AALL and its entities. In addition, the special committee should examine the process used to review the bylaws of AALL entities and Chapters to ensure that it is an equitable and transparent process. In addition, the special committee should work to ensure the process is straightforward and not overly burdensome on the entity or Chapter.

**CHARGE:** The committee shall:

- Review the current process(s) in place for reviewing AALL entity and Chapter bylaws.
- Contact the past five chairs of the Bylaws and Resolutions Committee to elicit their feedback on the process used to review entity and Chapter bylaws.
- Contact AALL entities or Chapters which have recently undergone a bylaws review to elicit their feedback on the process.
- Work to develop an equitable and transparent process for the review of AALL entity and Chapter bylaws.
- Develop a process to ensure that the review process is communicated to all AALL entities and Chapters and that process is maintained in a central location on AALLNET and all references to the policy are provided by links to the primary document which details the process.

### **METHODOLOGY:**

The Special Committee met via conference calls three times: June 11, August 5 and September 24, 2015. The first meeting was used to clarify our understanding of the purpose and charge of the committee. The second meeting was used to develop the process, set a schedule and make assignments for the information gathering. The third meeting was to circle back and discuss any major findings and to touch base with the work that needed to be completed.

Kathy reached out to Janice Henderson, the 2014-2015 Chair of the Bylaws and Resolutions Committee to develop a list of entities that had recently amended their bylaws. A contact list showing the name of the B&R Committee chair and past chairs, the entities and the reasons for the bylaws amendments was developed. (See Appendix A submitted with original report.) The assignments were distributed evenly among the committee members. A list of 8 questions was developed as a guide for conducting interviews. The questions are as follows:

1. What was your experience with the process of amending/adopting your entity bylaws?
2. What worked well?
3. What did not work well?
4. Do you have any recommendations for improving the process?
5. Should the process of bylaws review by the AALL Bylaws & Resolutions Committee prior to a vote by the entity members be mandatory?
6. If it is made mandatory, what should be the consequence of failing to submit the bylaws for review prior to the vote?
7. Do officers of your entity read its bylaws when they take office?
8. Would it be helpful to your entity if the Bylaws & Resolutions Committee sent out a communication annually or when your entity elects new officers that it is a good "housekeeping" measure to review bylaws annually?

Rigid adherence to the questions was not required. Other comments could be incorporated into the interviews. A chart of the findings from the interviews was prepared. (See Appendix B submitted with original report.)

As a separate project, the Bylaws & Resolutions Committee reviewed and updated the model bylaws for Chapters and for Special Interest Sections. The model bylaws for Chapters were reviewed and revised by Kathy and Kate Hagan and renamed as guidelines for the reasons stated below. (See Appendices C1 and D submitted with original report.) The Special Committee extends great appreciation to the Committee for this work that was completed in addition to the regular work of the Committee to review entity bylaws.

After the report was submitted for approval at the November 2015 meeting of the Executive Board, it was requested that the report be postponed while the concern over the proposed Model Chapter Bylaws document was reviewed. Upon review, it was determined that proposing model language for Chapter bylaws could be viewed as AALL exerting too much authority over Chapters thereby exposing AALL to potential risk of being liable for claims against Chapters. Additionally, Chapters are incorporated under various state laws which cannot be fully known or complied with by the Bylaws & Resolutions Committee.

The Model Chapter Bylaws document was revised to become Chapter Bylaws Guidelines. Within the Guidelines, it is recommended that those drafting Chapter bylaws consult the bylaws of other Chapters.

The Bylaws & Resolutions Committee was consulted and after discussion, it was decided to present the Model Chapter Bylaws and the recommendation to provide them and links to

chapter bylaws on AALL.net to the Executive Board as part of the recommendations of the Bylaws Review Special Committee.

The original report of the Bylaws Review Special Committee was submitted for a vote by the Executive Board at the April 2016 meeting of the Executive Board. The Executive Board voted to adopt all recommendations except the Model Chapter Bylaws and the recommendation to post chapter bylaws on AALL.net subject to review by AALL Legal Counsel. Legal counsel has reviewed the Model Chapter Bylaws and advises against use of the same and against the posting of chapter bylaws or links thereto on AALL.net because chapters are incorporated under state laws other than Illinois and are legal entities separate from AALL and not subject to control by AALL.

### **CONCLUSIONS:**

For the most part, experience with chairing the Bylaws & Resolutions Committee and the experience of entities working with the Committee has been positive. Entities appreciate the wealth of knowledge and the thoroughness of the B&R Committee members. It is evident that AALL entities suffer the common problem of all volunteer organizations in that the level of knowledge, experience and availability of the volunteer leaders varies considerably. Understanding and reviewing bylaws is a complex process that requires time, diligence and attention to detail.

Entities appreciate the thorough review and quick turn-around time of the B&R Committee. The majority of respondents believe it would be helpful to have a copy of all entity bylaws accessible on AALLnet. Additionally, as a recommendation of the Special Committee, the model bylaws for SISs and guidelines for Chapter bylaws should be updated as prepared by the B&R Committee. (See Appendices C and D.)

Some entities found the logistics and timing of bylaws amendments to be challenging. Each entity must abide by its own bylaws with respect to making amendments as well as comply with any AALL requirements. Most felt it was beneficial to submit bylaws amendments to the B&R Committee prior to a vote of their membership. In one instance, it was reported that the entity bylaws require that any amendments be submitted to the B&R Committee prior to a vote.

There was mixed response to the question of whether there should be a consequence for not submitting bylaws amendments to the B&R Committee prior to a vote including the legality of enforcing such a consequence. From a practical point of view, it is in an entity's best interests to submit the amendments to the B&R Committee in advance of a vote in order to avoid additional votes necessitated by errors or non-alignment with the AALL Bylaws.

There was also a mixed response regarding the practice of having newly elected officers read the entity bylaws. Most felt this would be a good practice and that it would make sense for an entity to include this practice in its procedures manual.

Most B&R Committee chairs and entities believe it would be a good practice for the Committee to send out a communication annually or when an entity elects new officers that it is a good "housekeeping" measure to review bylaws annually.

### **REVISED RECOMMENDATIONS:**

1. Update the model bylaws for SISs as proposed by the Bylaws & Resolutions Committee.

2. Update guidelines for bylaws for Chapters as reviewed and revised by Kathy Coolidge and Kate Hagan.
3. Recommend that entities include in their bylaws or in their procedures manual the requirement that bylaws adoptions and amendments be submitted to the Bylaws & Resolutions Committee prior to a vote by entity membership.
4. Revise the charge of the Bylaws & Resolutions Committee to include an annual message to entities when new officers are elected that the entity bylaws be reviewed.