

## Are Your By-Laws Impeding Efficiency?

Five senior CAE consultants at AMCES (Association Management, Consulting and Evaluation Services) recently came together to brainstorm on the subject of association by-laws. What has become evident is that a majority of association and not-for-profit by-laws contain provisions that hamper effective and responsive governance, and efficient management. This circumstance may have resulted from Boards including in their by-laws provisions which should be addressed in Board policy, thus allowing the Board to adapt quickly to change. Next time you examine your association by-laws, consider the following.

- **Board Orientation:** Ensure that your association's orientation of new Board members provides a clear understanding of how applicable legislation, by-laws and policies are all linked together, and the differences between each.
- **Notations:** Include notes in your working by-laws and policies to reference a policy to a bylaw provision and vice versa to show the linkage between the two.
- **Keep It Simple:** Be sure that your by-laws are clear, simple, to the point and focus on content that is more enabling than detailed. If that is not the case, you have work to do.
- **Detail Belongs in Policy:** The detailed stuff can and should be addressed in policy thereby allowing quick and efficient change as circumstances dictate.
- **Remove Duplication:** If wording contained in your by-laws is the same that is found in governing legislation, consider leaving it out.
- **Consistency:** Use consistent terms and provide a list of definitions that is employed for your by-laws and governing policies.
- **In Perpetuity:** Keep your by-laws evergreen by avoiding the use of specific dates and times as much as possible.
- **Policy Preferred:** Make sure that your by-laws do not limit the ability of the Board to govern the association and cause problems. For example, the Board should be able to determine membership dues or change the duties and responsibilities of officers without having to go to the membership for approval.
- **Policy Manual:** Put in place a comprehensive and integrated organizational policy manual that supports enabling activity in the by-laws, strategy and operational requirements. Without a policy manual there is a tendency to treat the by-laws as a policy manual. This is a practice that may have carried over from when the association operated strictly with volunteers.

By-law amendments do not have to be something to be avoided. Sadly, too many Boards hold the view that if it is in the by-laws, they are stuck with it. It's prudent to keep in mind that proposals for change to the by-laws will be supported if the membership is provided with clear rationale for the changes advanced for their approval.

*This column features innovation and practical solutions applied to challenges, trends, issue and opportunities for the association community. Column editor Jim Pealow, MBA, CMA, CAE is a consultant and the Association Management Education Program Lead Instructor/Coach for CSAE. He can be reached at [jim@amces.com](mailto:jim@amces.com).*