

LEGISLATIVE REPORT - by Sharon Marble, Chairperson

November 2023

This year there was basically no activity, but following the 2022 Annual Meeting, Past President Laura Detrick reported she had attended an MTNA Summit and heard other states talk about combining their Constitution and Bylaws into one document. She had reached out to Mary Kaye Owen (mary.k.owen@att.net), wondering which state member had discussed that. I do not have a copy of any follow-up to that email.

After doing some "surface research" on the issue, I don't feel it is really worth the time and effort to go through the process of doing those amendments unless instructed by the MSMTA membership, and if that is the case, I would be willing to draft a revised Bylaw document using some sample forms I've collected...and of course, working with one or two others!!! After review by the Board, the revision would need to be circulated in writing to the membership before it could be voted on at the 2025 Annual Meeting. A revision is adopted by the same vote that is required to amend the bylaws, usually two-thirds of those voting.

My Research Notes and Comments from a May, 2017 article from the University of Michigan

The Constitution is the fundamental principles of an organization which determine the responsibilities and rights of its officers and members. The Bylaws are the detailed procedures and working guidelines of the organization which govern the day-to-day operations of the organization and accompany the Constitution.

According to Roberts Rules of Order Newly Revised 11th Edition, it formerly was common practice to divide the basic rules of an organization into two documents, in which one of them—the constitution—might be made more difficult to amend than the other, to which the name bylaws was applied. It is now the recommended practice that these rules be combined into a single instrument, usually called the "bylaws..."

How can the two documents become one? Once the new document is created, it would only be called "bylaws." The next step of adopting that change is a bit more confusing. When the bylaws are replaced by new bylaws, that is called a "revision," not an amendment. When you amend, you keep the bylaws as they are and only make small changes. When you revise, you prepare a whole new text in which everything can be different.

NOTE: our current governing documents only speak to "amending", not "revising".

To revise, a small committee studies the bylaws, incorporates the desired changes, and presents a whole new document to the board and/or members. Clear explanations must be provided of what was changed, so that the voters are fully informed. NOTICE OF ANY REVISION IS NOTICE THAT A NEW DOCUMENT WILL BE SUBMITTED FOR CONSIDERATION THAT WILL BE OPEN TO AMENDMENT AS FULLY AS IF THE ORGANIZATION WAS ADOPTING BYLAWS FOR THE FIRST TIME.

The advantage—and the threat!—is that any and all changes to the proposed document can be made at the meeting itself. If the group decides that it wants to go further than the original committee proposed and be more drastic, it is perfectly free to do so. If your board or members are sensible and thoughtful folks, this won't be a problem. But a wild-eyed faction could radically alter your organization on the spot, if they convinced enough people of their views.