



MICHIGAN ASSOCIATION OF HEALTHCARE ADVOCATES

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BASICS OF BYLAWS AND POLICIES

“Why should I care”



BASICS OF BYLAWS AND POLICIES

- Who is Alma and Sharon?
 - Both are MAHA Board members
 - Alma is Bylaws, Policy and Resource Chairman
 - Sharon is Legislative Advocacy Director
- How did I get here?
 - Call from MAHA President



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BASICS OF BYLAWS AND POLICIES

- Overview
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BASICS OF BYLAWS AND POLICIES

■ Origins of Bylaws

- The word bylaw was first recorded in 1283 with the meaning “a body of customs or regulations, as a village, manor, religious organization, or sect.”
- It is the Old Norse word for larger settlement as in Whitby and Derby.
- Bylaw differs from a “law” in that it is a regulation passed by a non-sovereign body, which derives its authority from another governing body.
- Up until 1970 organizations had two separate governance documents but this has fallen out of favor because of the ease of use, increased clarity and reduced chance of conflict inherent in a single, unified document.
 - ✓ The higher ranking rules were called the constitution
 - ✓ The rules just below in importance were called the bylaws
- Now it is considered preferable to combine all articles from both into one document known as bylaws
- Only time now to have a separate constitution and bylaws is if some law requires it.

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■ Why Bylaws??

- A country is its citizens, and your organization is its membership.
- Success of both depends on the members agreement to the fundamental rules.
- They protect the rule of the majority and the rights of the minority.
- Unless otherwise provided by law, the organization does not formally exist until bylaws have been adopted.



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■ Bylaw Basics

- Bylaws are a governance document that generally provide for meetings, elections of a board of directors and officers, filling vacancies, notices, types and duties of officers, committees, assessments and other routine conduct.
- Bylaws also determine the type of organization you have –
 - ✓ Democratic with power residing in the assembly
 - ✓ Authoritarian with powers residing in the board and officers
- Bylaws cannot be changed unless members get previous notice of any proposed change.
- Bylaws need a large majority, (commonly two-thirds) to enact any proposed change.
- Bylaws cannot be suspended even by a unanimous vote.

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■ Composition of Bylaws

➤ Most bylaws in an organization have the following topics in this order:

- ✓ Name of the organization
- ✓ Object or purpose
- ✓ Members
- ✓ Officers
- ✓ Meetings
- ✓ Executive Board or Board of Directors
- ✓ Committees
- ✓ Parliamentary Authority
- ✓ Amendments



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■ Other Bylaw Provisions

- Organizations may need to have other articles in their bylaws such as:
 - ✓ Dissolution clause
 - ✓ Indemnity clause
 - ✓ Remember – if your bylaws do not specifically authorize it, you cannot do it.



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■ Amending Bylaws

- When one or more changes are necessary, members (individually or through a committee) can present these as individual amendments.
 - ✓ Members should follow procedure outlined in the bylaws.
 - ✓ At very least, require a two-thirds vote and previous notice to make any changes at all in your bylaws.
 - ✓ Proper notice for a bylaw amendment contains three fundamental components – the proposed amendment is precisely worded, the current bylaw, and the bylaw as it will read if the amendment is adopted.
 - ✓ Bylaws should be reviewed and amended as needed at least every two years.



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■ Interpreting Bylaws

- Your bylaws belong to your group and only your group can determine what they mean.
- Some principles of interpretation provided by Robert's Rules of Order:
 - ✓ Bylaws are subject to interpretation only when ambiguity arises.
 - ✓ No interpretation can be made that creates a conflict with another.
 - ✓ If a bylaw provision has two reasonable interpretations then you go with the one that does not have a negative effect.
 - ✓ A more specific rule takes control when you have a conflict between the specific rule and a more general one.

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■ Interpreting Bylaws - Continued

- ✓ When bylaws authorize specific things in the same class, other things of the same class are not permitted.
- ✓ When a bylaw authorizes a specific privilege, no privilege greater than the one that's authorized is permitted.
- ✓ 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.
- ✓ If a bylaw prescribes a specific penalty, the penalty cannot be increased or decreased except by amending the bylaws.
- ✓ If a bylaw uses a general term and then establishes specific terms that are completely included in the general term, then the rule that is applicable to the general term applies to all the specific terms.

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■ Publishing Bylaws

- One of the duties of the organization's secretary is to maintain a record book containing the current bylaws and rules.
- Every member should be provided a copy of bylaws when they join the organization.
- Any member considering joining your organization should also be given a copy of your bylaws upon request.



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- Policies (aka Standing Rules)
 - Written policies supplement the bylaws going into greater detail.
 - They set forth the attitude of the organization on matters not normally included in the bylaws.
 - Policies are also known as standing rules, or guidelines, which are related to the details of administration.
 - Standing rules or policies keep continuity in the organization.
 - A majority vote adopts these policies and/or standing rules.
 - Customs may be adopted as policies and/or standing rules.



BASICS OF BYLAWS AND POLICIES

■ Thank you

- Questions – if not answered today, please contact me at 231/876-1824 or by email at [sflewelling @chartermi.net](mailto:sflewelling@chartermi.net).
- I am also available during this conference for your questions or inquiries.

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■ References

- Webster's New World – Robert's Rules of Order – Simplified and Applied – Second Edition – Robert McConnell Productions
- Robert's Rules for Dummies – C. Alan Jennings
- Internet
- Mercy Hospital Cadillac Bylaws and Policies
- MAHA Bylaws and Policies