

PARLIAMENTARY WISE



Bylaws in Emergencies

The current national Covid19 pandemic and the precautionary procedures in place declared by our community, state and national officials makes it necessary for our chapters, states and national society to look even closer at our bylaws. How do our bylaws already address emergency situations? One of the important functions of a parliamentarian is to interpret what the bylaws really say and what are valid alternatives in conducting urgent business. Each chapter and state has unique bylaws, specifically applying to how they conduct their meetings. A “one size fits all” answer is not appropriate.

When a chapter or state finds they cannot hold a meeting, what should they look for in their bylaws?

- Review the bylaws for alternative ways in which decisions can be made. Perhaps the bylaws authorize the board to make decisions or the board of management. Do they have “general” supervision or “all” supervision in between regular meetings? Perhaps the bylaws authorize the making of decisions via email or teleconference, etc. Review for any language about emergency powers.
- Look at language setting dates. In some instances, just because a date by which action is taken doesn’t necessarily invalidate an action that is taken beyond that date. For example, if the bylaws state that the officers shall be elected in April, failure to elect the officers in April would not prevent or invalidate the election of officers in May.
- Do the bylaws authorize meetings to be cancelled or the call of Special meetings of the membership, the Board of Directors, or the Executive Board? Who is authorized to do this? Do the bylaws authorize electronic meetings? There is a difference between an electronic meeting and electronic participation in an in-person meeting. What are the rules for the electronic participation, are these members counted in the quorum? If you hold an electronic meeting and it is not authorized in the bylaws, any business transacted would need to be ratified at the next regularly scheduled meeting.

We are facing a true national health pandemic. Our priority is the health and safety of our members. We must follow our bylaws to the best of our ability. There are things out of our control. We cannot hold in-person meetings. We must cancel or postpone our meeting.

If you postpone your annual meeting or conference for a few months, whoever is authorized with decision power between conferences might choose to simply wait to have elections and bylaw amendments until the postponed annual meeting or conference. Most of our bylaws state, “Officers shall be elected by ballot for a term of (number) years **or** until their successors are elected.” Thus, if the meeting is postponed, the current officers would remain in office

until a meeting could be safely called and “their successors elected.” Bylaw amendments would be voted on in the usual manner.

If you cancel the annual meeting or conference, those authorized with decision making powers, could decide not to provide an alternative method of voting on officers, and thus leave the current officers in office for another year until the next annual meeting or conference when new officers could be elected. You could also choose to establish an alternate method of election that would not require members to gather in one place. There are many electronic platforms that could be used. Strict guidelines would need to be in place to assure only eligible members or delegates could vote and how the votes would be counted and reported.

Many state nonprofit statutes contain emergency powers and emergency temporary bylaw amendment provisions during catastrophic events. Our health pandemic is a catastrophic event. Review your state statutes. Special procedures may be provided that allow the Board of Management and/or Executive Committee to adopt temporary emergency procedures to conduct the business of the organization during the duration of the catastrophic event. It is advisable to consult an attorney in your state for interpretation of the statute.

Let’s not forget what RONR refers to as “common sense.” Let’s not infringe upon any member rights, let’s work as a team, let us all follow the health mandates of our communities, cities, states, and nation.

Let’s learn from this experience about what our bylaws really do say. If we need stronger language about emergency procedures, the delegation of authority, a means to have electronic participation and voting, or in an emergency, the authorization to hold an electronic meeting, then let’s properly amend our bylaws!

Rise and Shine because you are Parliamentary Wise!