



**MAKING
MEETINGS
RUN
SMOOTHLY**

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Bylaw Revision

Why use a parliamentarian? During a revision of the constitution, bylaws, or other governing documents, the parliamentarian provides guidance and drafts precise language to ensure that the will of the membership is accurately reflected in a way that allows the true intent of the rules to have full effect.

As a professional registered parliamentarian, (PRP), I draw from my experience working with national, state, and local organizations to draft effective language and meaningful rules.

Clarity and Implications: The most important element in any rule is clarity. If the rule can not be clearly understood, it might as well not exist. Often, when well-meaning members or committees come together to draft rules, they fall into the trap of creating complex and overly detailed language that ultimately loses its meaning when applied to real-life situations.

Also, each rule that is adopted will have far-reaching implications, and the parliamentarian can explain to the members how this will affect the organization and its members, from a procedural standpoint.

Simplicity and Brevity: Good parliamentarians pride themselves on removing unnecessary verbiage. Far too often, governing documents are weighed down by superfluous language and redundant rules that serve no meaningful purpose, thereby adding only confusion, which dilutes the impact and potentially undermines the authority of a particular rule, while making the document itself nearly impossible to navigate.

Long-term Stability: Understandably so, when members come together to revise the rules, they are often so focused on the immediate issues that they overlook long-term concerns. A parliamentarian will advise on ways to ensure that the rules not only apply today, but that they contain the necessary details to stay relevant for years to come.

Parliamentary Terminology: A major problem that I encounter with bylaws is the use of language that is inconsistent and incompatible with the established language of parliamentary law. Parliamentary law has its own precise language with well-defined terms. These are often subtle points that go overlooked by those who are not well versed in procedure. For

example, there are significant differences among the terms “majority vote,” “a vote of a majority of the entire membership,” and “a vote of a majority of the members present.” A parliamentarian can ensure that each rule is stated in a way that expresses, through proper parliamentary language, the exact intention of the membership.

Parliamentary Law: Deliberative assemblies are governed by rules and customs known as parliamentary law. Parliamentary law derives its name from the English Parliament (AD 1258), and it traces its roots back thousands of years through the writings of Thucydides (c. 460-400 BC). Parliamentary law has been adapted over the centuries to its current form, designed to aid the orderly transaction of business and the protection of members’ rights.

Practical Experience: It’s important to realize that thousands of organizations have come before you, made mistakes, and found solutions. A skilled parliamentarian will be able to guide you to learn from the mistakes of other organizations, without having to repeat those mistakes, while helping you to avoid common pitfalls and traps. And a parliamentarian will be able to alert you to the benefits and drawbacks of any proposed rule change, before it is adopted.

I have seen bylaws that contained a few simple and seemingly harmless words that inadvertently and unknowingly gave the president total power over the association’s meetings, thereby circumventing longstanding rules in parliamentary law that are designed to protect the members from abuses of authority by the presiding officer.

Parliamentarian vs. Attorney: Beware when hiring a professional to assist with your bylaws or other governing documents. Be sure that the person you hire is a Professional Registered Parliamentarian, with the official designation PRP. It is a common misconception that attorneys are automatically qualified in parliamentary law. In actuality, attorneys are not required to have any training in parliamentary law. And this is something that many attorneys are not inclined to admit, when faced with a paying client. A major problem with a well-meaning attorney drafting the bylaws is the tendency to allow the language to drift into verbiage found in contracts and court filings, which has nothing to do with parliamentary law and which is of no benefit to deliberative assemblies.

The Process: When undertaking a revision of any governing document, such as the bylaws or constitution, it is most common for a volunteer committee to be appointed from the membership for the purpose of discussing and proposing changes. The committee should then go through the document section by section and decide what changes are desired, in the best interest of the membership. The important thing is for the committee to write down the general goals that it would like to accomplish.

From there, the parliamentarian will review the existing bylaws and the committee’s goals. The parliamentarian will then make recommendations and draft language to achieve the goals of the committee. The parliamentarian will also provide detailed guidance on the process of presenting the bylaw revision to the assembly for debate, amendment, and adoption.