

Constitution and Bylaws

The constitution of an organization contains the fundamental principles which govern its operation. The bylaws establish the specific rules of guidance by which the group is to function. All but the most informal groups should have their basic structure and methods of operation in writing.

WHY HAVE A CONSTITUTION? By definition, an organization is a "body of persons organized for some specific purpose, as a club, union, or society." The process of writing a constitution will serve to clarify your purpose, provide blocks for building an effective group, and delineate your basic structure. It also gives both members and potential members a better understanding of what the organization is all about and how it functions. If you bear in mind the value of having a written document that clearly describes the basic framework of your organization, the drafting of the Constitution will be a much easier and more rewarding experience.

WHAT SHOULD BE COVERED IN A CONSTITUTION? The following is an outline of the standard information to be included in a constitution. The objective is to draft a document that covers these topics in a clear, simple, and concise manner.

Article I	The name of the organization
Article II	Affiliation with other groups (local, state, national, etc.)
Article III	Purpose, aims, functions of the organization
Article IV	Membership requirements and limitations
Article V	Officers (titles, term of office, how and when elected)
Article VI	Advisor (term of service, how selected)
Article VII	Meetings (frequency, special meetings and who calls them)
Article VIII	Quorum (number of members required to transact business)
Article IX	Referendum and Recall (procedures and handling)
Article X	Amendments (means of proposal, notice required, voting)
Article XI	Ratification (requirements for adopting this constitution)

WHY HAVE BYLAWS? While the constitution covers the fundamental principle but does not prescribe specific procedures for operating your organization, Bylaws set forth in detail the procedures to conduct business by a specific chapter.

WHAT SHOULD BE INCLUDED IN THE BYLAWS? Bylaws must not contradict provisions in the constitution. They generally contain specific information on the following topics:

- * Membership (selection requirements, resignations, expulsion, rights, and duties)
- * Dues (amount and collection procedures, any special fees when payable)

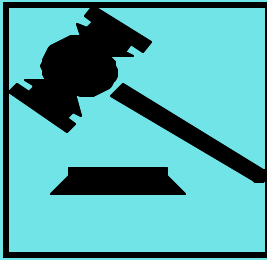
- * Duties of Officers (powers, responsibilities, special job descriptions, procedures for filling unexpired terms of office, removal from office)
- * Executive Board (structure, composition, powers)
- * Committees (standing, special, how formed, chairperson, meetings, duties, powers)
- * Order of Business (standard agenda for conducting meetings)
- * Parliamentary Authority (provisions for rules of order, generally Robert's Rules of Order)
- * Amendment Procedures (means of proposal, notice required, voting requirements)
- * Other specific policies and procedures unique to your organization necessary for its operation

WHAT DO WE DO WITH THEM? A constitution and bylaws articulate the purpose of your organization and spell out the procedures for its orderly functioning. Constitutions usually require a 2/3 vote of the membership for adoption. Bylaws require only a simple majority for passage. Once you have developed these, they need to be reviewed often. The needs of your group will change over time, and it is important that the constitution and bylaws are kept up to date to reflect the current state of affairs.

Make sure each member has a copy of these. This will help unify and educate your members by informing them about the opportunities that exist for participation and the procedures that they should follow to be an active, contributing member. A thorough study of the constitution and bylaws should be a part of officer training and transition.

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Parliamentary Procedure

Parliamentary law has evolved as a set of procedures that protect the individual and the group in their exercise of the rights of free speech, free assembly, and the freedom to unite in organizations for the achievement of a common aim. It is based on common sense and courtesy and allows you to conduct your organization's business in an orderly and timely fashion. The following basic rules of procedure should be followed. For specific questions on the more technical aspects of parliamentary law refer to Robert's Rules of Order - Newly Revised.

Five Basic Principles of Parliamentary Procedure:

1. Only one subject may claim the attention of the assembly at a given time.
2. Each proposition presented for consideration is entitled to full and free debate.
3. Every member has rights equal to every other member.
4. The will of the majority must be carried out, and the rights of the minority must be preserved.
5. The personality and desires of each member should be merged into the larger unit of the organization.

Developing an Agenda or Order of Business:

It is customary for every group to adopt a standard order of business for meetings. When no rule has been adopted, the following is the order:

1. Call to order
2. Reading and approval of minutes
3. Reports from officers and standing committees
4. Reports from special committees
5. Unfinished business
6. New business
7. Program
8. Adjournment

Motions:

The proper way for an individual to propose that the group take a certain action is by "making a motion." The following is the process for handling a motion:

1. A member rises and addresses the presiding officer for recognition.
2. The member is recognized.
3. The member proposes a motion.
4. Another member must second the motion.

5. The presiding officer states the motion to the assembly.
6. The assembly can now discuss or debate the motion. Only one person at a time may speak. He/she must first be recognized by the presiding officer. Preference should be given to
 - A. The person who proposed the motion.
 - B. A member who has not spoken yet to the motion.
 - C. A member who seldom speaks as opposed to one who frequently addresses the assembly.

The presiding officer should try to alternate between those favoring and those opposing the motion.

Discussion must be confined to the question that is "before the house."

7. The presiding officer takes the vote on the motion. Voting can be done by voice, show of hands or balloting.
8. The presiding officer announces the result of the vote.
9. The floor is now open and another motion can be proposed.

Amending a Motion:

The purpose of the motion TO AMEND is to modify a motion that has already been presented in such a manner that it will be more satisfactory to the members.

Methods of amending:

1. By addition or insertion. To add something to the motion which it did not contain.
2. By elimination or by striking out. To subtract or eliminate something from a motion that was originally part of it.
3. By substitution. This method is a combination of the first two methods, since in amending by substitution something is stricken and something is inserted in its place. The substitution portion may consist of a word, a phrase, a clause, or an entirely new motion.

The most important principle to understand in connection with any form of the motion TO AMEND is that an amendment "MAY BE HOSTILE, BUT IT MUST BE GERMANE."

By 'hostile' is meant opposed to the spirit and aim of the motion to which it is applied.

By 'germane' is meant having direct bearing upon the subject of the motion, that is, relevant or relating to it.

An amendment may be opposed to the actual intent of the original motion and, in fact, nullify it; but if it relates to the same subject matter, it is germane.

Types of Amendments:

1. Amendment of the First Rank - an amendment to a motion.
2. Amendment of the Second Rank - An amendment to the amendment. (The amend-

ment to the amendment must modify and relate directly to the amendment and NOT to the main motion; otherwise it is OUT OF ORDER).

No Amendment Beyond That of Second Rank is Possible:

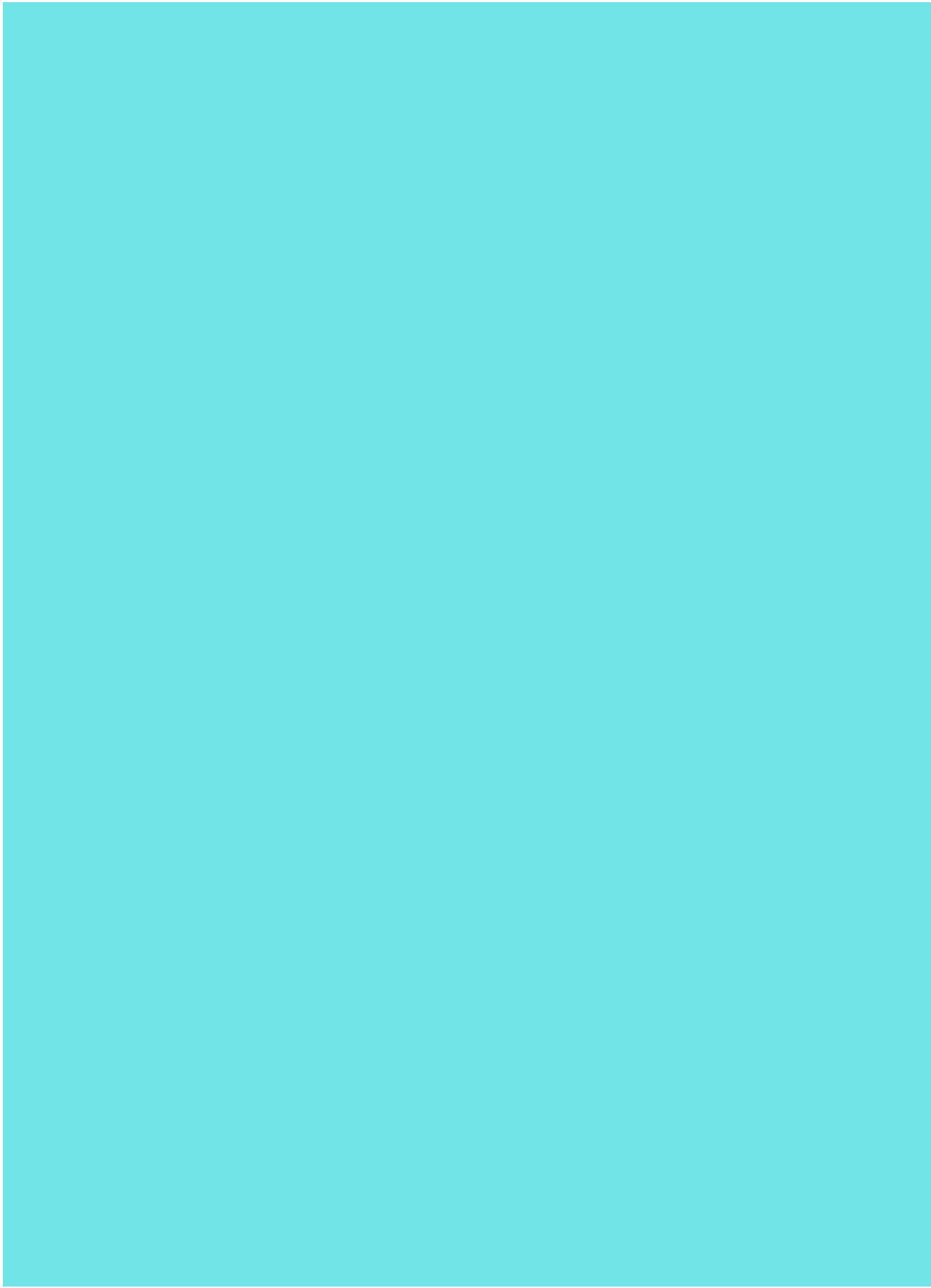
It is never in order to propose more than one amendment of each rank at one time. If one desires to amend two separate and unrelated parts of a motion, this must be done by two amendments of the first rank; and one must be voted upon before the other is proposed. It is possible, however, to have a motion, one amendment to the motion (amendment of the first rank), and one amendment to the amendment (amendment of the second rank) before the assembly at once. Until the amendment of the second rank has been voted upon, no other amendment of the second rank is in order. Until the amendment of the first rank has been voted upon, no other amendment of the first rank can be proposed.

Order of Voting on Amendments:

Amendments are voted upon in inverse order; that is, the one of second rank is disposed of first.

1. Discussion is held and the vote taken upon the amendment to the amendment (amendment of the second rank).
2. Discussion is called for, and the vote is taken upon the amendment to the motion (amendment of the first rank).
3. When the vote on this has been taken, discussion upon the original or main motion as amended is opened; and when completed, a vote is taken upon it.

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PARLIAMENTARY PROCEDURE AT A GLANCE

<u>To Do This:</u> ①	<u>You Say This:</u>	<u>Speaker?</u>	<u>Seconded?</u>	<u>Debatable?</u>	<u>Amendable?</u>	<u>Vote Required?</u>
Adjourn the meeting	"I move that we..."	No	Yes	No	No	Majority Required
Recess the meeting	"I move that we recess until..."	No	Yes	No	Yes	Majority Required
Complain about noise, room temperature, etc.	"Point of privilege."	Yes	No	No	No	No Vote Required Decision of Chair
End debate	"I move the previous question.:"	No	Yes	No	No	2/3 Vote Required
Postpone consideration of something	"I move we postpone this matter until..."	No	Yes	Yes	Yes	Majority Required
Have something studied further	"I move we refer this matter to committee."	No	Yes	Yes	Yes	Majority Required
Amend a motion	"I move that this motion be amended by..."	No	Yes	Yes	Yes	Majority Required
Introduce business	"I move that..."	No	Yes	Yes	Yes	Majority Required
Object to procedure or to personal affront	"Point of Order."	Yes	No	No	No	No Vote Required Decision of Chair
Request information	"Point of information."	Yes, if urgent	No	No	No	No Vote Required
Ask for a vote by count to verify voice vote	"I call for a division of the house."	No ^③	No	No	No	No Vote Required Unless Objection Arises ^④
Object to considering an undiplomatic or improper matter	"I object to the consideration of this question."	Yes	No	No	No	2/3 Vote Required

<u>To Do This:</u> ①	<u>You Say This:</u>	<u>Speaker?</u>	<u>Seconded?</u>	<u>Debatable?</u>	<u>Amendable?</u>	<u>Vote Required?</u>
Take up a matter previously tabled	"I move we take from the table..."	No	Yes	No	No	Majority Required
Reconsider something already disposed of	"I move we now (or later) reconsider our action relative to..."	Yes	Yes	Yes, If original motion is debatable	No	Majority Required
Consider something out of its scheduled order	"I move that we suspend the rules and consider..."	No	Yes	No	No	2/3 Vote Required
Vote on a ruling by the chair	"I appeal the Chair's decision."	Yes	Yes	Yes	No	Majority Required

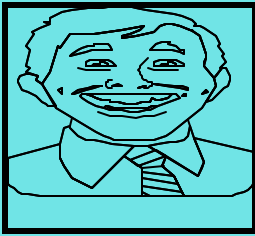
1. The first motions or points are listed in established order of precedence. When any one of them is pending, you may not introduce another that is listed below it, but you may introduce another that is listed above it.

The next eight motions, points and proposals have no established order of precedence. Any of them may be introduced at any time except when the meeting is considering one of the top three matters (motion to adjourn, motion to recess, point of privilege).

2. In this case, any resulting motion is debatable.

3. But division must be called for before another motion is started.

4. Then majority vote is required.



The Role of Advisor

A Mutually Beneficial Relationship An Organization and its Advisor

You might be wondering why a student organization would want a faculty or staff advisor. After all, you were elected because you are a competent and capable leader, right? RIGHT!

But ...

Do you sometimes have trouble cutting through administrative red tape?

Do you sometimes wish your group had more support from related academic or service departments?

Could your organization benefit from some "connections" with university policy-makers?

Even though you are doing a super job now, will your group have to start again from scratch next year?

A faculty or staff advisor could help alleviate these and other problems, WITHOUT TAKING OVER the leadership of your organization.

The role of advisor is to

- Serve as a "sounding board," someone with whom you can discuss new ideas
- Support your group
- Be knowledgeable of policies that may impact on your organization's decisions, programs, etc.
- "Run interference" and cut through red tape
- Provide continuity and stability as student leadership changes
- Provide an "outside" view or perspective
- Provide your group with connections

Sound good? Better still is the fact that the organization/advisor relationship benefits the advisor too. Being involved with a student organization offers the faculty or staff member

- A unique opportunity to get to know and work with students outside the classroom or office
- The reward of watching the group develop to its fullest potential
- The reward of watching students develop their individual skills and talents
- The chance to informally share his/her knowledge and expertise on relevant topics
- An opportunity to feel satisfaction and accomplishment through making a special contribution to a particular group of students

Now that you know how much your organization and its potential advisor can gain from one another, you probably want to know how to find this advisor. There are at least two things your

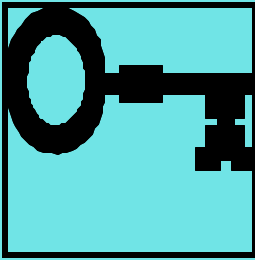
organization should do first: develop a clear statement of group goals and a clear statement of expectations of the advisor, both in terms of role and time commitment. It would also be helpful to outline what the advisor could fairly expect of the group. With this information in hand, you will be ready to approach potential advisors and discuss with them their interest in advising your group. The most suitable advisor is one who shares a common interest with your organization.

Poll your group members for the names of professors or staff members whom they have found helpful and interested in student life. Approach potential advisors confidently and positively. Remember to be clear about the purpose and activities of your organization, your expectations of the advisor, and all the benefits the advisor will enjoy.

Once your advisor begins to serve, keep him/her well-informed, clarify expectations and roles when needed, and draw on his/her expertise. Occasional thank you's and acknowledgements are a good idea. If you have organization T-shirts, for example, make sure your advisor has one too! Enjoy what can be an extremely rewarding and mutually beneficial relationship.

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Key to Effective Committees

Committees are an extremely important facet of basic organizational management. However, the word "committee" sometimes has negative connotations associated with it because members do not understand the role, importance, or function of a committee structure. When members hear the word "committee," they visualize

- * One or two members (perhaps a clique) dominating the meetings, not listening to other members' input, doing whatever they want (motivation by self interest, poor leadership, hidden agendas).
- * People sitting around, wasting their time, and not knowing what to do (unclear goals, lack of focus, unnecessary time commitment).
- * The actual work never getting done; and when it does and the committee reaches a decision, nothing coming of it (lack of follow through on assignments, inconsistent commitment, leadership unresponsive to the committee, no action taken).

However, this vision does not need to be seen within your organization. You CAN make your committee system productive. Committees also provide for decentralization of power. Productive groups carry out the organization's work without the bureaucratic structure of a leader. Their smaller membership usually makes it easier to convene and to handle complex subjects. Since most committees have "hand picked" members chosen for their skills and interests, they are more likely to be sincerely interested in their tasks. Finally, committees provide a superb training ground for emerging leaders.

Selecting Your Committee Members

Of course you want to come up with the best possible solution to your organization's problems or concerns. That is why it is important to select a well represented group of people. Choose committee members who hold different points of views and concerns. You want to allow for new ideas and input while maintaining group cohesiveness. It is also important for each member to assess the importance of the committee's functions. Each member should have basic knowledge and access to the necessary resources in order to be an active participant in the success of the committee.

Organization of a Committee

When you begin forming your committee, it is imperative to consider the structure and membership. As the organization's leader, it is necessary to clearly define the committee's purpose, limitations and jurisdiction. Have your committee members determine what commitment each can give; then schedule a meeting which accommodates everyone.

For a committee to function successfully, the members must feel that they can express themselves both honestly and openly. Should this atmosphere not be provided, the committee's problem-solving ability will be inadequate and it will not operate to capacity. It is often helpful to spend time identifying everyone's concerns in order to create a positive environment.

It is necessary to ask the members for their perceptions of the group's needs and problems. Then the group should form a plan of action which adheres to those goals and objectives. A helpful problem-solving process is to

- * See the difficulty
- * Recognize and define the problem at hand
- * Consider all the positive solutions
- * Gather all the information
- * Get assistance from additional people and resources when appropriate
- * Select and provide the solution

Furthermore, groups need to have operating procedures. Defining roles and selecting a good chairperson helps guarantee group success while reducing ambiguity. Be sure to include guidelines on how the committee will function. Provisions may be necessary if the original structure proves to be dysfunctional or inappropriate. When setting your guidelines, keep these things in mind:

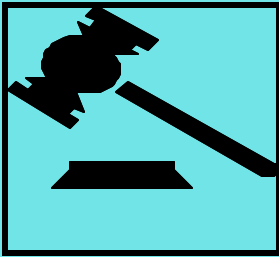
- * Will members work as individuals or in a group?
- * When differences arise, how will they be solved?
- * How can you encourage maximum participation?
- * What will be the decision-making process?
- * How will meetings be run?
- * How will changes be made if the appropriate results are not produced?
- * How will assignments be made and who will do the delegating?

In conclusion, if you follow these guidelines, it is likely you will have a committee that works effectively. The committee will

- * Understand its purpose and effectively work toward the goal
- * Have open communication among members; participants will feel comfortable articulating their feelings and attitudes
- * Listen to both the majority and minority points of view and then make decisions that are acceptable to all the members, thus ensuring commitment
- * Strike a balance between group productivity and satisfaction of individual needs
- * Implement a review process which identifies group problems and suggests appropriate solutions
- * Provide an opportunity for members, many times from differing factions, to work cooperatively; give opinions; collaborate on solutions; and share the responsibility of working together as a unit

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Conducting Successful Meetings

Are your meetings long, dull, unproductive and unorganized? The manner in which your organization runs meetings can often determine its success. The nature of your organization determines the level of formality in meetings. Whether your group meetings are formal or informal, an effective leader strives for maximum participation and communication to maintain cohesiveness. But most of all, a meeting should allow a group to pull resources together for decision-making.

The following are some suggestions to assist you in making your next meeting productive, successful and fun:

PRIOR TO THE MEETING:

- * Develop an agenda with the assistance of your officers and advisor. This should be done at least one day in advance in order to allow time to obtain information, resources or materials.
- * Planning an efficient agenda is the best way to insure that your meetings are thorough and expedient. It is strongly suggested that each member have a copy of the agenda and background material to refer to during the meeting. This will allow your members to feel more involved, up to date, as well as prepared! Below is a sample agenda:
 - Call to order
 - Roll call (silent, oral or written)
 - Correction or approval of the minutes
 - Officer reports
 - Standing committee reports
 - Special committee reports
 - Unfinished business
 - New business
 - Adjournment
- * Select an appropriate time for your meeting. Set a time limit and stick to it! If your meetings are productive, predictable, and as short as possible, members will be more likely to attend. Choose a location which is appropriate for your group's size.
- * Check the seating arrangement before the meeting starts. Whenever possible, arrange your chairs in a semi-circle or circle to facilitate eye contact and maximum participation. A leader has better control when he/she is centrally located.
- * Post a large agenda for the members. Use visual aids for interest, e.g., posters, diagrams.

DURING THE MEETING:

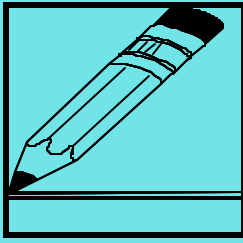
- * Greet members and make them feel welcome. If possible, serve refreshments; they are great ice breakers and make your members feel special and welcome.
- * Start on time and finish in a timely manner.
- * Stick to your agenda.
- * Encourage group discussion to get all points of view and any ideas. The results are better quality decisions as well as highly motivated members.
- * Encourage feedback. Ideas, involvement and commitment to your group improve when members see their impact in the decision-making process.
- * Keep your conversations moving toward an eventual decision. Feel free to ask for only constructive and non-repetitive comments. Tactfully end discussions when they are not getting anywhere or are becoming unproductive.
- * Keep minutes of the meeting for future reference in case a problem or question arises. Send a copy to your organization's advisor.
- * Be a role model by listening, showing interest, attentiveness and confidence in your members. Admit your mistakes.
- * Summarize agreements reached and end the meeting on a positive or unifying note.
- * Set the date, time, and place for the next meeting.

AFTER THE MEETING:

- * Discuss with officers and your advisor any problems encountered during the meeting. Discuss methods by which improvement can be made.
- * Try to hold members accountable for follow through on delegated responsibilities. See that all members understand and carry out responsibilities.
- * Write up and distribute minutes within two days. Quick action reinforces the importance of meeting and reduces errors of memory.
- * Be sure to express your appreciation for the participation of any invited guests or speakers at your meeting.
- * Place unfinished business on the agenda for the next meeting.
- * Conduct a periodic evaluation of the meetings. Weak areas should be analyzed and improved for more productive meetings.

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Minutes and Record Keeping

Being a secretary for your organization is not a job to take lightly. This responsibility should not be assigned/delegated to just anyone. Think about these responsibilities when you are considering who will fulfill this role:

- Is this person reliable; does he/she keep appointments?
- Is this person well organized; does he/she complete tasks in a timely way?
- Is this person on top of what is going on; is he/she able to appropriately weed out the trivial information and record the important facts for the record?

As you can see, the role of a secretary is more than "just making minutes." The secretary is responsible for complete, objective record keeping; he/she is, in effect, the historian. What the secretary records will be referred to by current members as a reminder of finished and unfinished business, what actions were taken, and what needs follow-up. It will also be kept for future members to read to gain an understanding of where the organization has been and why.

Many organizations make it the secretary's responsibility to notify the membership about upcoming meetings -- time, date, location -- as well as any important items to be discussed. It is critical that the secretary attend all meetings. If your organization has a structure that includes committees -- be they ad hoc or standing -- there always needs to be a secretary present to accurately record what has transpired. It is not necessary to take down everything unless members request that their remarks be entered for the record. It is necessary, however, to take complete notes. Motions and resolutions do need to be taken verbatim and should be read back during the meeting to make sure they have been accurately recorded. (More information on minute taking is included in the second half of this handout.)

It is the secretary's responsibility to signal the chair and ask questions regarding the subject being discussed for purposes of clarification. A secretary should not wait until the meeting has been adjourned to clear up any confusion; individuals can lose their perspective, issues can become less important, and one's memory can alter what actually occurred.

Immediately after the meeting, the secretary must go over his/her notes while everything is still fresh for the following information:

- Type of meeting (executive, standing committee, etc.)

-
- Date, time and place
 - Time of call to order
 - Approval and/or amendments to previous meeting minutes
 - Record of reports from standing and special committees
 - General matters
 - Record of proposals, resolutions, motions, seconding and final disposition, a summary of the discussion, record of vote.
 - Time of adjournment
 - Nomination of submission and transcriber's name.

Once the minutes have been transcribed into draft form, they should be submitted to the chair for review and/or correction. Once they are returned they need to be prepared in a formal form -- preferably agreed upon beforehand -- for final approval at the next meeting. These minutes should be sent out to all members within 3 or 4 days of the meeting. This allows members time to read the minutes for accuracy before the next meeting and while the previous meeting is still fresh in their minds.

Some helpful hints on format and final preparation are as follows:

- Use good quality paper of standard size
- If you plan on typing on both sides of the paper, be sure it is heavy and durable; otherwise the type will show through.
- Use a standard format:
 - * capitalize and center the heading designating the meeting
 - * indent paragraphs five spaces
 - * list names of those in attendance and those absent
 - * double space the text
 - * double space between paragraphs and triple space between items in order of business
 - * if you use captions, put them in the margins in capitals
 - * when recording sums of money write them first in words and then put the figures in ()
 - * number each page at center bottom

MINUTE TAKING

It is often helpful for the secretary to prepare himself/herself before each meeting. He/She should be sure to read the minutes of previous meetings, paying attention to style and format and reviewing the agenda and any attached documents. If the organization has agreed upon a standard format for minutes, he/she can use a standardized form and fill in preliminary rough draft information before the meeting so that the discussion may be added as it occurs.

The secretary should be present at all meetings. If he/she is unable to attend, a substitute, preferably with the characteristics defined earlier, needs to be appointed. If a substitute is taking minutes, the following hints will make the job easier:

- Identify yourself before speaking
- Speak slowly
- Present motions in writing to the secretary
(This is a good practice even when the regular secretary is present)
- Raise hands high during vote counting
- Summarize discussions

There are several ways to take minutes and each organization needs to choose the most appropriate method for them. Minutes can be recorded in writing or on tape. If you choose to tape the minutes, you can record the entire proceedings and later listen to them, pulling out the pertinent information following the guidelines related earlier. Taping an entire meeting is an extreme form of minute taking and can be very time consuming; it is akin to sitting through the same meeting twice!

A second, more practical option is to record a summary of debates, agreements and disagreements with a sufficient explanation of the character of each.

The third method is to tape action minutes whereby the very essence of decisions reached and responsibilities assigned is recorded. In any of these cases make note of the following:

- The names of people proposing any action, stating an opinion or making a motion
- Any motions, resolutions, amendments, decisions or conclusions (Take down word-for-word)
- Who seconded the motion
- Whether or not a motion was withdrawn and what assignments were made and to whom

It is often helpful for both minute taking and for those attending the meeting to have either the chair or the secretary summarize decisions that are reached. The summarizer should be most careful in clarifying those points of greatest controversy.

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