

Is It Time To Review Your Chapter Bylaws?



Gone are the days of having to hold every meeting and every event in person.



During the COVID-19 pandemic, as you know, many association chapters shifted to doing a lot more virtually – both for members and for their overall chapter management. This move has helped chapters improve member engagement; some have even seen an increase in membership, since they've given their members ways to connect with the chapter and each other that don't require coming together in person.

This shift to online has, however, highlighted a concerning gap for some association chapters and their boards. Many chapters have moved their board meetings to primarily or completely virtual. With everyone being so busy these days, that's made it a lot easier for boards to get things done. But at the same time, some chapters may be violating their own association bylaws, if they haven't updated them to reflect things like the ability to both meet and vote virtually.

When was the last time you reviewed your chapter bylaws?

Risks associated with outdated bylaws

You may not think that outdated bylaws are a big deal. Who reads them, right? But enough people do that association chapter bylaws that don't appropriately reflect the way a chapter operates, as well as local, state and sometimes even federal regulations can be risky for chapters. These risks can include:



- **Liability.** Personal liability, disciplinary actions or fines for individual members
- **Legal.** Lawsuits or other legal actions against the chapter
- **Conflict.** Inability to complete work as board members differ on how things are supposed to be done
- **Loss of tax-exempt status.** Loss of tax-exempt status
- **Director removal.** Removal of board members from the board

Three Things to Update in a Chapter Bylaw Review

Board meeting requirements, member categories and online continuing education are three of the areas many chapters adjusted during COVID. Summer is a great time to review your bylaws to see where your day-to-day operations in these areas differ from what's written in your chapter bylaws. It's also a good time to start to begin to update them.

- **Board meeting requirements.** You may hold most of your board meetings virtually now. Do your bylaws say they are to be in person and at a particular location, or that any votes the board takes need to happen in person? Think of the risk your chapter could be taking. Knowing that, instead of actively moving your chapter forward, your board may be paralyzed and unable to make decisions. Update your bylaws to reflect what your board, as well as your committees and other groups are already doing – meeting and voting virtually. To keep your content relevant for the longer term, don't get too specific about the virtual platform, in case you change the one you're using.
- **Member categories.** Did you expand your membership during COVID to include virtual memberships? Open chapter membership to high school and college students? Or maybe you added a retiree member category to keep members involved after they've left their jobs. If you've made changes to expand your membership base – added categories, merged with a chapter that uses different categories, etc. – be sure your bylaws accurately reflect these changes.
- **Continuing Education Units (CEU) requirements.** Do your bylaws still say that your continuing education programming needs to be in person? Universities offer online degree programs. Your chapter education programming should reflect what your membership is probably already taking advantage of. If your chapter educational programming is already virtual, the language in your bylaws needs to reflect what you're doing. If you're not there yet, be aspirational with your language, but again, don't get too specific, as you don't know exactly where you'll land.

The Bylaw Update Process – Take it Slow and Make it Open



Updating your bylaws isn't a quick process. It's not an exercise you'll start in the summer and expect to finish before your chapter programming starts back in September. Start by reviewing your bylaws to see where they differ from how your board and your chapter operate currently. Then, work to incorporate those items that are blatantly wrong and outdated, as well as those you know you are going to change in the short term.

One of the most critical things to remember is to not make these changes in a vacuum. Whomever is updating the bylaws – whether your entire board or a smaller committee – as well as the general membership, should have adequate time to review and provide feedback on the recommended changes. Provide updates regularly, on your website, in your chapter newsletter and in meetings during the chapter year. The last thing you want to do is share your hard work after you think you're done and have your membership vote it down or poke holes in it with ideas you haven't thought of.

Out-of-date bylaws could keep your association chapter from doing any significant work during the summer. And could even affect how you run your chapter during the year. Start to review and update your bylaws during the summer and be ready for the larger discussion, and noticeable chapter improvements, come the fall.



