

Brushing Up on Bylaws & Association Governance

Brian Dautch, MA, JD

Director, Constituent Organization Outreach and Advocacy

Rachel Miller-Bleich, MA, CAE

Director, Board of Directors and Governance

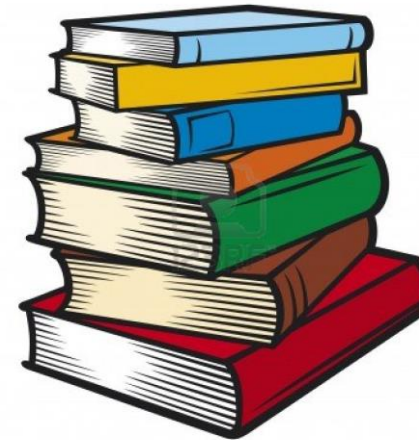
- Describe fundamental principles of association governance, including the hierarchy of governing documents.
- Identify the impact of the COVID-19 pandemic on meetings and other governance functions.
- Discuss the purpose and function of CO Model Bylaws, and how they can support the work of new and longstanding CO leaders; and
- Formulate a process for revising CO bylaws.

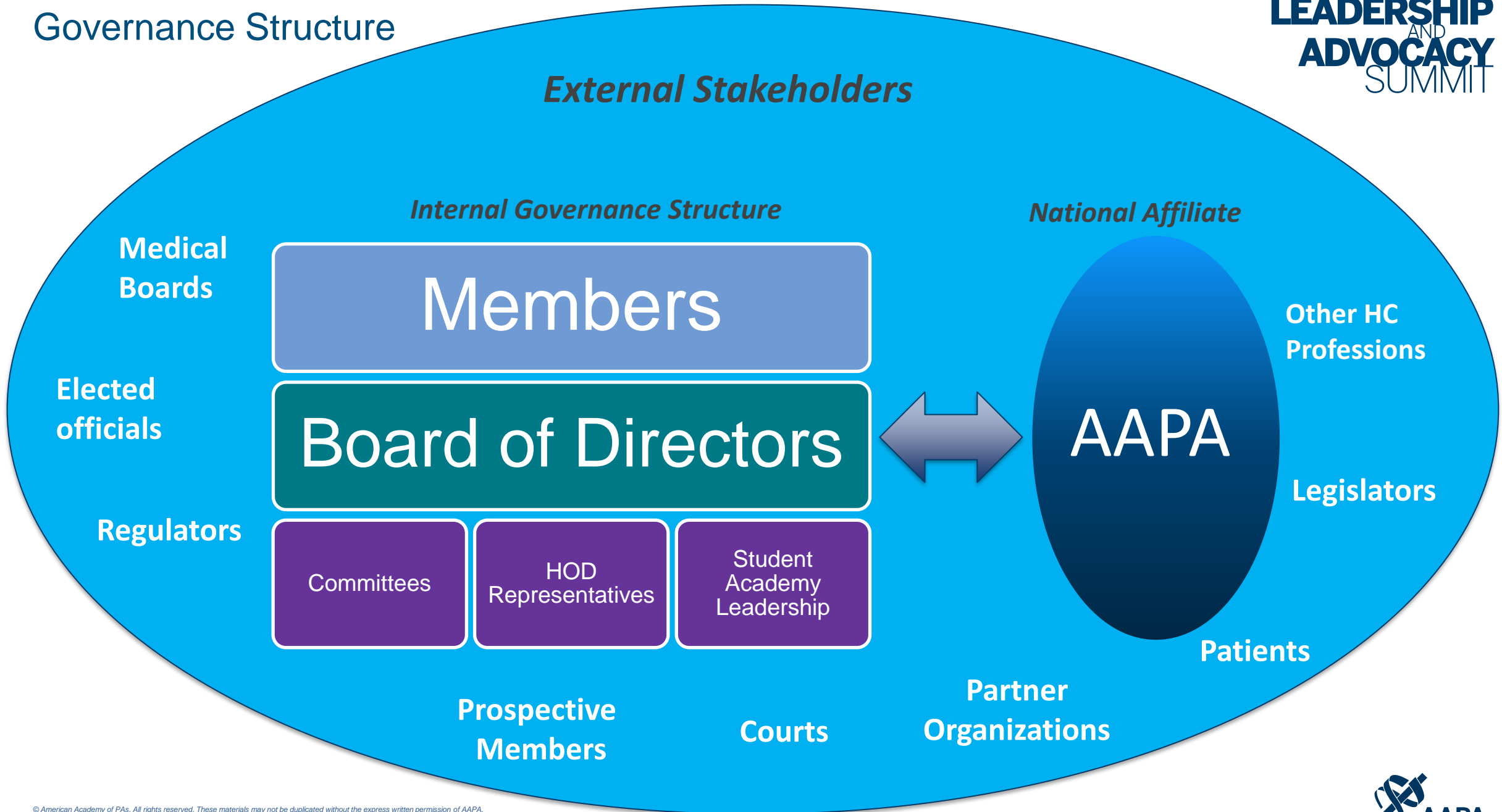
- Mission
- Vision
- Strategy
- Direction
- Oversight
- Resources

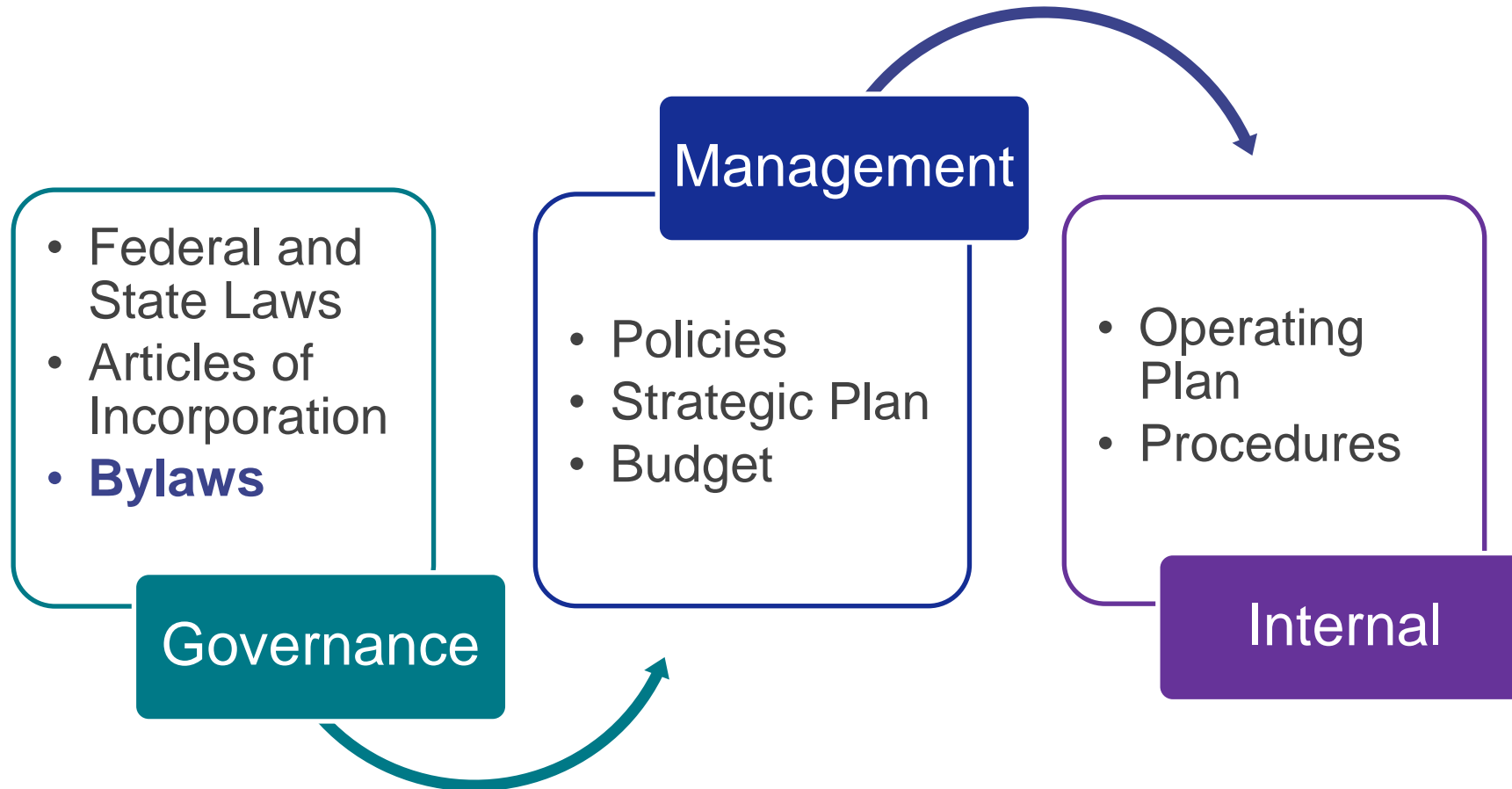


Strategic

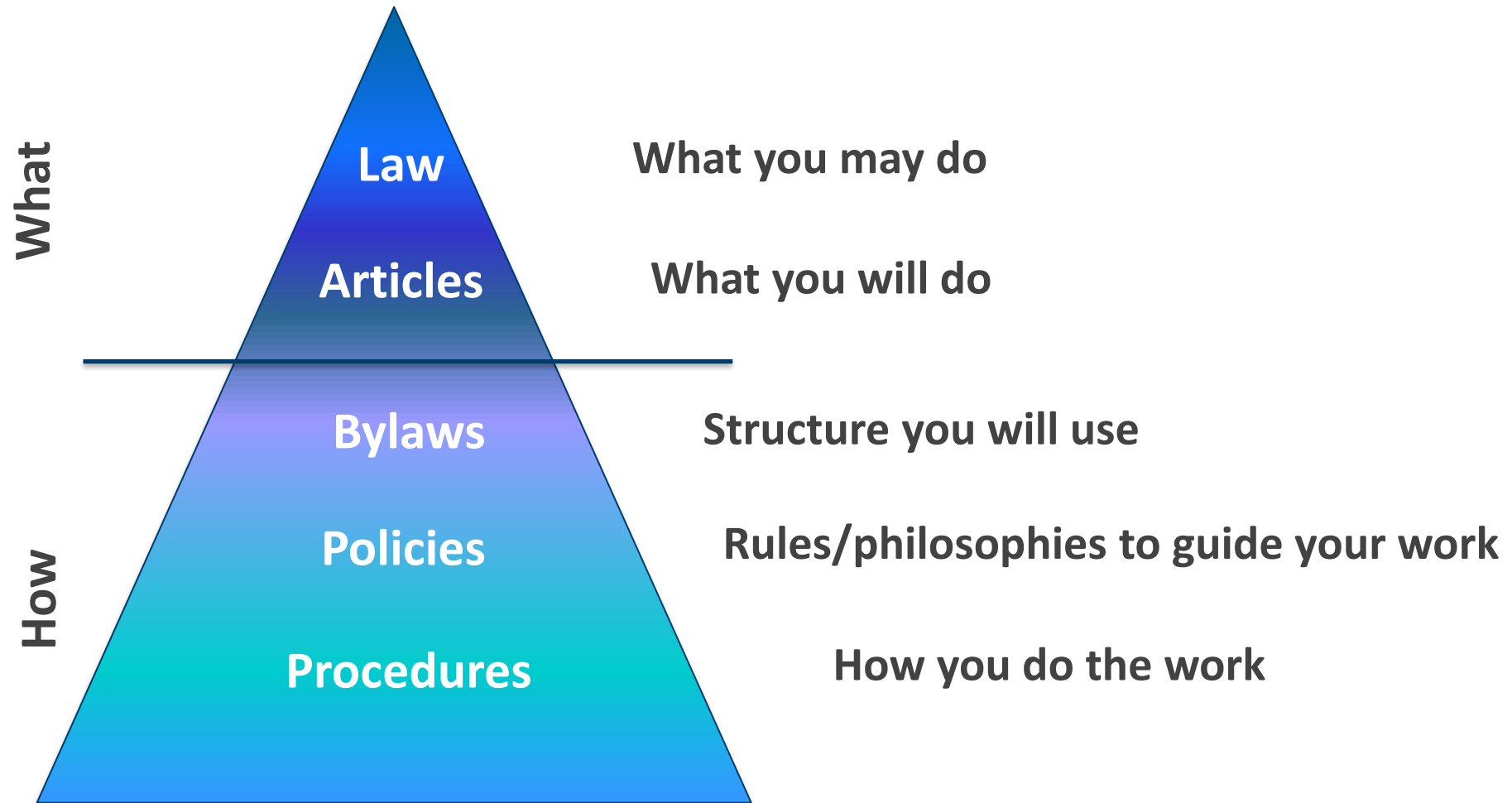
Fiduciary



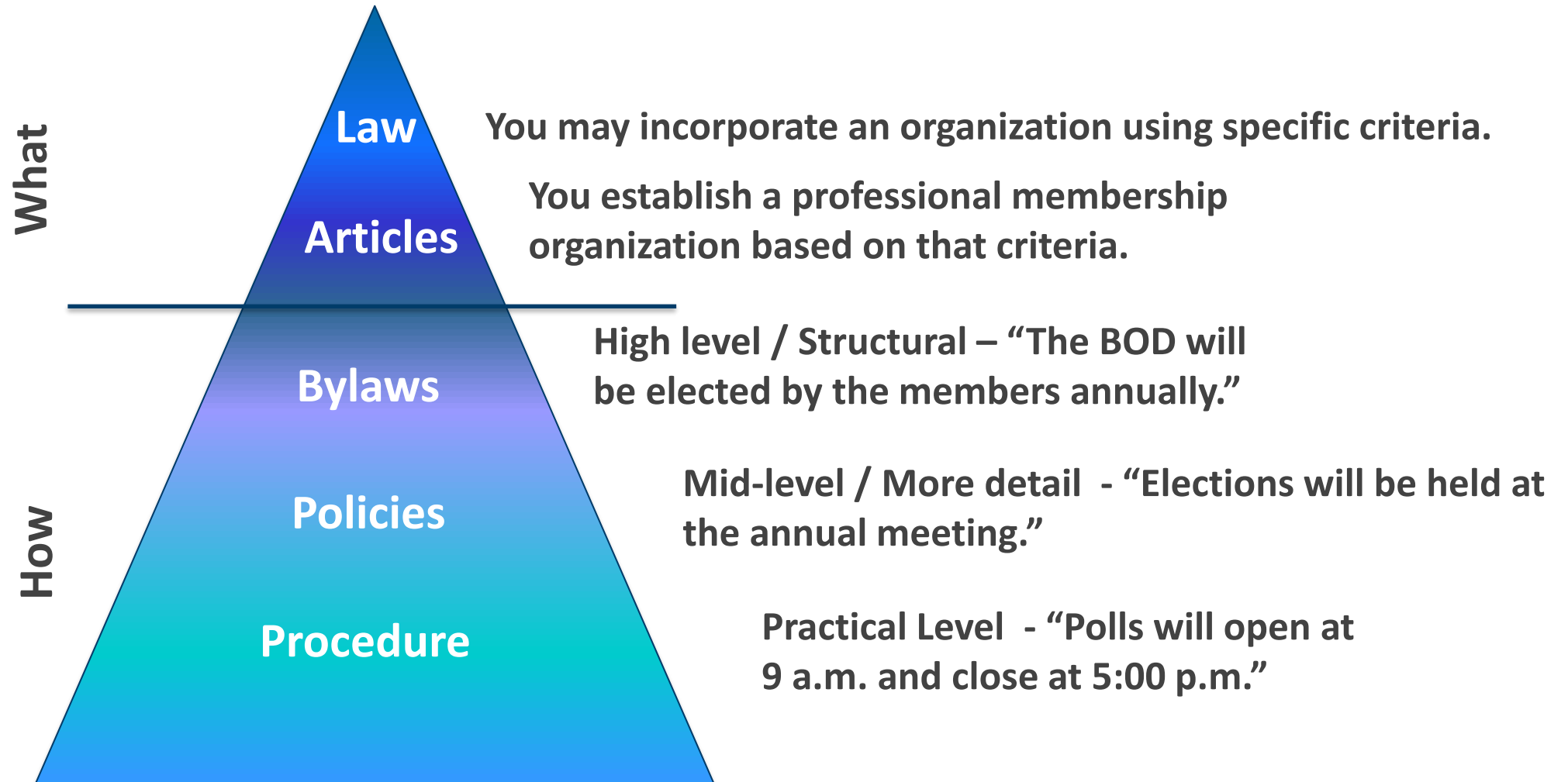




Governing Documents Hierarchy



Governing Documents Hierarchy: A Simple Example



Disrupted Practices:

- Live Meetings
- Elections & Campaigning



Adapted Practices:

- Virtual Meetings
- Electronic Voting



Governance Implications:

- Statutory limitations (addressed by Executive Orders)
- Bylaws provisions pertaining meetings
- Rules, policies & procedures governing elections



General Tips:

- Review applicable laws and corporate statutes
- Look at all governing documents holistically
- Read more than once and have multiple reviewers
- Take inventory of compliance requirements (e.g. AAPA Model Bylaws).
- Revise provisions that are out-of-date or that don't make sense
- Seek guidance on rules that seem ambiguous or have legal implications
- Reconsider provisions that are better articulated in policy or procedures.
- Propose amendments in plain English
- Consult an attorney and/or parliamentarian
- Meet necessary notice requirements for bylaw amendments

For a Closer Look:

- Electronic/ telephonic meetings
 - Ensure virtual meetings are permitted, post-pandemic.
 - Adopt separate rules for the conduct of virtual meetings.
- Elections & Voting
 - Have your elections changed forever?
 - How will your org be prepared for future emergencies?
- Notice Requirements
 - Do your notice requirements stand in the way of acting quickly in an emergency?
- Delegation of Authority
 - Are there officers and/or committees with delegated authority to handle emergent issues?
- Action Without Meeting
 - Is there a clear provision permitting action without a meeting (particularly applies to a Board of Directors)

[Home](#) / [About](#) / [Constituent Organizations](#) / [CO Resources](#)

Constituent Organization Resources

AAPA is proud to collaborate with 118 individual constituent organizations (COs) and offer resources to grow membership, manage organizations and advocate for PAs. With the resources on this page, COs can improve organizational practices and operations, and at the same time enhance programs and services delivered to members.

AAPA's [Constituent Organization Advocacy and Outreach team](#) is here to support CO leaders in building strong organizations and effective PA advocates.

Staying Up To Date

Awards

Continuing Medical Education

Programs and Events

Organizational Management

Marketing and Communications

Advocacy

[Compliance Guide for Tax Exempt Organizations \(Other than 501c3 Organizations\)](#) +

[Constituent Organization Election Guidance](#) +

[Constituent Organization Development Guide](#) +

[Constituent Organization Insurance Program](#) +

[Constituent Organization Model Bylaws](#) +

<https://www.aapa.org/about/constituent-organizations/co-resources/#tabs-3-organizational-management>

Why CO Model Bylaws?

Not
Mandatory!

Best
Practices

Support
Compliance

Chapter
SO or Caucus

~~SIG
Bylaws~~

NOT
Legal Advice!

CO Model Bylaws Highlights: Best Practices

Clearly defined roles for each officer

Non-liability vs. Indemnification

Membership Provisions

Financial Structure

Maintenance of Records

Executive Director/Association management guidance

- Hiring
- Delineation of responsibilities

Qualifications and terms of officers

Process for determining HOD delegates

Leadership meeting structure

CO Model Bylaws Highlights: Agreement Compliance

Defined officers

AAPA membership status of officers

HOD eligibility

Guide to Navigating CO Model Bylaws
<https://www.aapa.org/download/26050/>

CO Model Bylaws
<https://www.aapa.org/download/26047/>

“You can’t save the world alone.”

Values

- Collaboration
- Transparency
- Preparation
- Investment
- Ask questions

Resources

- Each other
- Attorney
- Parliamentarian
- AAPA staff
- ASAE – The Center for Association Leadership (national & state chapter)
- BoardSource
- US Chamber IOM Blog
- National Council for Nonprofits

**LEADERSHIP
AND
ADVOCACY
SUMMIT**
LEAD. ENGAGE. INSPIRE.

Thank you!