

# Making, rescinding or altering bylaws



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**A**s chairperson of the Committee of Laws, I receive various questions each month regarding branch and state bylaws. So this month, let's look at the *NALC Constitution* language used for making, altering or rescinding branch bylaws.

Article 15 of the *NALC Constitution* states:

#### **Bylaws of Branches and State Associations**

Each Branch or State Association may make, alter, or rescind such by-laws, rules, and regulations from time to time as may be deemed most expedient, providing they do not in any way conflict with this Constitution. By-laws of branches may be amended at any regular meeting of

the branch, provided the amendment has been submitted in writing at the last previous regular branch meeting, and suitable notification to members shall be made at least ten (10) days before the regular meeting at which the vote is to be taken. By-laws and amendments thereto, fixing the amount of initiation fees, dues, and reinstatement fees, or the time and place of meetings, shall become effective at the time determined by the Branch or State Association. All other by-laws must be submitted in duplicate to the Chairperson of the Committee of Laws and shall not become effective until approved by the Committee of Laws as provided in Article 11, Sec. 3, of this Constitution.

One of the many questions I receive involves the "suitable notification" language. Previously, rulings have established that "suitable notification" within the meaning of Article 15 is any notice that, under the facts and circumstances, is reasonably designed to inform all members of the substance of the proposed amendment and the time and place of the vote. Such notice may be provided by mailing or by publication in a branch newsletter mailed to the members. While posting a notice on a station bulletin board is a good method of informing members of bylaw amendment votes, it is insufficient by itself to provide adequate notice where there is no guarantee that every member of the branch, particularly retirees, will see the bulletin board display.

**Another frequent question concerns officers of a branch.** Every branch's bylaws should contain a list of the branch's elected offices. There are several reasons for this requirement. First, it is important that the members of the branch know readily what the branch offices are. Secondly, the *Constitution* provides that a board of trustees of either three or five members be elected.

If the offices of the branch are not listed in the bylaws,

then it is unclear whether the branch's board of trustees is composed of three members or five members.

Article 4, Section 1 provides that:

The officers of the Branch shall be a President, Vice President, Recording Secretary, Financial Secretary, Treasurer, Sergeant-at-Arms, a Health Benefits Representative, and a Board of Trustees composed of either three or five members. The Branch may provide for additional elective offices in its by-laws. Branches may provide in their by-laws for the inclusion of Stewards on the executive board.

Article 4, Section 3 of the *Constitution for the Government of Subordinate and Federal Branches (CGSFB)* states:

With the exception of the office of President, Branches may consolidate the offices of the Branch. However, if there are less than ten (10) active members, the office of President may be combined with other offices.

Many branches have consolidated elected offices. The Committee of Laws recommends that the trustee office not be consolidated with another office that handles branch funds. In the *Constitution*, part of the trustee's duties state in part:

The Trustees shall examine and report to the Branch the condition of the books of the officers at least once every six months, compare the vouchers and records and see that they correspond with the collections and disbursements.

It is advised that those responsible for handling the funds not be officers who audit. However, it is permissible and is not in conflict with the *Constitution* should a branch decide otherwise.

In summary, branch bylaws listing officers may look like the following example: "Officers of Branch 000 shall be president, vice president, secretary (recording and financial), treasurer, sergeant-at-arms/health benefit representative and a board of trustees composed of three members." This example shows the consolidation of several positions and is permissible. Remember, a branch can also add elected officer positions to its bylaws. A common position in larger branches is the addition of an executive vice president.

Article 4, Section 1 of the *CGSFB* also states that a branch may provide for additional elective offices in its bylaws. If a branch wishes to have additional elective offices then, of course, those offices also should be listed in the branch bylaws.

Article 4, Section 2 of the *CGSFB* provides that all officers shall be elected for a term of one, two or three years at the option of the branch. Often the committee encounters branch bylaws that fail to specify what the term of office is for its officers. The branch may choose that the term of office be either one, two or three years, but the bylaws must specify what term of office the branch opted for.

**I hope the above provides some guidance when reviewing and/or amending your bylaws.**