

NSMA BYLAWS COMMITTEE FACT SHEET

TERM: One year

Appointed by the Vice President with NSMA BOD approval

QUALIFICATIONS: Active member of NSMA in good standing
A clear understanding of the NSMA Bylaws and Standing Rules
Familiar with AAMA Bylaws
Knowledgeable of *Robert's Rules of Order – Newly Revised*
and basic parliamentary procedures
Well-organized with the ability to focus on details

RESPONSIBILITIES: Attend all NSMA BOD meetings and the annual NSMA General Assembly
Ensure the NSMA Bylaws and Standing Rules are available to the membership
Annually review NSMA Bylaws & prepare proposals to amend
Review NSMA Bylaws for conformity with AAMA Bylaws
Review NSMA Standing Rules & submit proposals to amend
Monitor the Standing Rules for Delegates/Alternates to
AAMA House of Delegates, the NSMA General Assembly
Guidelines
Serve in an advisory capacity on parliamentary matters
Prepare a written year-end report

AUTOMATIC COMMITTEE MEMBERS: NSMA Vice President
NSMA Speaker
NSMA Vice-Speaker

BOD NOTEBOOK CONTENTS:

Retain copies of Bylaws proposals and approved amendments for 7 years
Retain copies of NSMA Standing Rules approved amendments for 7 years
Retain Copy of *Robert's Rules of Order – Newly Revised*
Current NSMA operating budget and NSMA Financial Policies
Retain year-end report for 7 years
Update the original electronic copy of the Bylaws and Standing Rules as needed.
Current NSMA General Assembly Guidelines
Current NSMA Bylaws and Standing Rules and AAMA Bylaws
Replace NSMA BOD roster yearly
Update the NSMA planning calendar and Bylaws Committee calendar as needed
Revise/replace forms and samples as needed

NSMA BYLAWS COMMITTEE

The NSMA **Bylaws** are the fundamental rules established by this Society to operate and conduct orderly business. They define the purpose, organizational structure, and policies of NSMA. Bylaws should be simple, clear, and concise but not restrictive. Bylaws contain the rights and privileges of members and cannot be changed without prior notice to the members and a vote. The Bylaws have a direct bearing on the rights and duties of members whether present or absent from a meeting. Bylaws should be consistent with the purpose of NSMA. They should be kept current with the practices of the Society and remain in compliance with the AAMA Bylaws.

The chair must be fully knowledgeable of the format and content of the current NSMA and AAMA Bylaws and NSMA Standing Rules. The chair should understand parliamentary rules and will act as a parliamentary advisor. The chair will advise NSMA on points of order and proper procedure according to *Robert's Rules of Order Newly Revised* (current edition) when requested.

The chair should make sure current copies of the NSMA Bylaws, NSMA Standing Rules, and the AAMA Bylaws are available to every BOD member. The NSMA Bylaws and Standing Rules are posted on the NSMA website.

Bylaws should not contain rules of order, standing rules, order of business, procedural items, or entries that need to be changed regularly. NSMA has developed a separate set of Standing Rules, the NSMA Procedure Manual, and individual officer/chair BOD Notebooks to document fewer permanent policies.

The activities of NSMA must be conducted in compliance with its bylaws, and a main motion that violates them is not in order. However, there are times when NSMA may wish to suspend the rules and may do so with a two-thirds vote of those present and qualified to vote.

The NSMA **Standing Rules** outline more specifically the guidelines and policies of NSMA and include policies regarding the use of NSMA funds. The Standing Rules require a BOD majority vote to adopt or amend and may be done at any meeting. The Standing Rules are considered administrative details and are intended to expand on the Bylaws but may not conflict with them. The Standing Rules should be reviewed at least annually with recommendations to amend presented to the BOD as needed.

The NSMA General Assembly Reference Guide should be reviewed annually by the Bylaws Chair with required updates brought before the BOD for approval.

The NSMA **Procedure Manual** outlines general practices, and duties, offers leadership advice and protocols for officers and committee chairs to refer to, and is managed and updated by the Chair of that committee.

NSMA **BOD Notebooks** are individual manuals for each BOD position that are detailed and customized to the specific officer/chair and instruct on how and when to complete duties and

responsibilities. BOD Notebooks are updated and revised as needed by the officer/chair using the notebook at the time.

The chair should annually review the NSMA Bylaws for compliance with the AAMA Bylaws and make recommendations for amendments. Unless automatically mandated by AAMA, to adopt a proposed amendment to the NSMA Bylaws requires a two-thirds vote of the official voting body attending the annual NSMA General Assembly.

The following areas of mandatory compliance (per AAMA) must be present in all State Society Bylaws:

1. Society name and affiliation statement
2. Purpose/Objective
3. Organizational policy
4. Membership requirements
5. Dues
6. Reciprocity of Membership
7. Dissolution
8. Delegate representation at AAMA

Non-mandated areas include officer duties and qualifications, standing committees, the composition of the Governing Board, the General Assembly responsibilities, quorum requirements, meetings, and parliamentary authority.

Amendments made to the NSMA Bylaws mandated by AAMA strictly for compliance will be incorporated into the Society Bylaws without a vote of the membership. It is the responsibility of the NSMA Bylaws Chair to make mandated changes with copies of revised Bylaws returned to AAMA within 30 days of notification. A letter of compliance will be returned from AAMA and is required to allow the Nebraska delegates to sit at the AAMA House of Delegates.

Immediately following the NSMA General Assembly, the Bylaws Chair is responsible for updating the original copy of the Bylaws. The amended document should be examined and approved by the President and Speaker. Bylaws should footnote the date of revision and the name of the current NSMA Bylaws Chair. The final proof is the responsibility of the Bylaws Chair. A final corrected copy is sent to the Website Chair for posting on the NSMA website. Hard copies should be made available at state meetings.

Outdated copies of NSMA Bylaws should be destroyed per the recommendation of AAMA. Historical records of all NSMA bylaw amendments proposed and voted on will be permanently on file with the Secretary as part of the annual General Assembly packet.

AMENDMENT PROCESS FOR NSMA BYLAWS

- 1) The chair sends an appeal to BOD members requesting amendment proposals to be reviewed at the summer (August) and fall (October) NSMA BOD Meetings. The Chair establishes a final deadline date for submitting proposals that will be submitted for print in the General Assembly packet for the NSMA annual meeting of the membership.
- 2) The Chair shall determine which of the submitted proposed amendments will make the Society's governing rules more workable. Proposals will be reviewed for proper format and wording, checked for budgetary impact, and checked for conflicts and accuracy of information with AAMA and *Robert's Rules of Order, Newly Revised*. The chair will screen amendments for impact to other sections of the NSMA Bylaws and redundancy.
- 3) The chair will prepare a written proposal from the committee using the standard format (see below) and present it at the Winter NSMA BOD meeting for discussion. The BOD will then recommend adopting, changing the wording, not adopting, or taking no position for each proposal. Each proposal will then advance to the General Assembly for a vote. The BOD retains the right to withdraw a Bylaws proposal for further investigation and/or debate.
- 4) Proposed amendments will be typed by the Chair in the form detailed below which includes the rationale for change. Proposals will be submitted to the Speaker 45 days before the General Assembly. Proposals require previous notice and will be printed in the General Assembly packet.
- 5) Chair and committee members shall be available at the General Assembly to address questions on proposed amendments before the vote. Final decisions rest with the voting body of the Assembly. A two-thirds (2/3) vote is necessary to adopt a change.

AMENDMENT PROPOSAL FORMAT

Date:

Submitted By:

Article: Section:

Current Wording:

Proposed Wording:

Rationale: (reason for submitting proposed change)

PARLIAMENTARY PROCEDURES

The Bylaws Chair should have a copy of the book, *Robert's Rules of Order Newly Revised* (current edition) purchased and owned by NSMA.

The parliamentary procedure used correctly helps transact business efficiently, protects individual rights, maintains order, preserves a spirit of harmony, and helps an assembly make decisions and accomplish its goals. Parliamentary procedure provides a flexible and comfortable way to conduct a business meeting without confusion and sees that the rights of each member and NSMA are preserved and protected.

The fundamental principles of *Robert's Rules of Order Newly Revised* are designed to:

- 1) Assure courtesy and justice to all members.
- 2) Allow only one subject to be discussed at a time.
- 3) Assert the rule of the majority.
- 4) Guarantee an opinion from the minority.
- 5) Show partiality to none.

The Bylaws Chair will advise the President or Speaker on points of proper parliamentary procedure. Decisions shall be governed by the NSMA Bylaws and *Robert's Rules of Order Newly Revised*. A member may move to "suspend the rules" but this requires a 2/3 (two-thirds) vote of those present and qualified to vote.

The Bylaws Chair should tactfully point out incorrect rulings and sit directly to the right of the presiding officer to advise discreetly. When serving in a parliamentary advisory role, the Bylaws Chair must refrain from expressing personal views on issues unless called upon to do so by the presiding officer or the membership. After each meeting, the Chair should look up the proper way to dispose of any doubtful points for mentoring and future reference.

All members of an organization, not only the officers, should have a basic knowledge of parliamentary procedure and how to use it to facilitate the work of the Society. The Bylaws Chair should assist with instruction on parliamentary rules and acquaint the general membership with proper protocols as needed.

The NSMA Bylaws define the requirements for a meeting quorum. When no quorum is present the meeting is very limited in the number of things it can do. Any substantive action taken in the absence of a quorum is invalid. Even if a meeting begins with a quorum present, it loses its right to conduct business when members leave to bring attendance below the level of a quorum.

The presiding officer is the servant of the assembly and therefore must maintain an impartial attitude. The presiding officer should refrain from discussing questions or expressing opinions before the assembly. Under unusual circumstances, if it is necessary to take part in the discussion of a question, the presiding officer steps down from the chair and asks the next to preside during this interim. They may not return as presiding officers until the issue in question has been settled.

The power of the Board of Directors depends on the Bylaws. In the absence of any Bylaws to the

contrary, custom or long practice is valid. However, any action taken by the Board which has not been specifically authorized by the Bylaws may be reversed by the membership.

Parliamentary law should not be used to hinder business by constantly raising points of order. Strict observance of every rule can be more trouble than it's worth. The presiding officer should never be stricter than is necessary for the good of the meeting.

To request permission to speak at an official meeting, first address the presiding officer, wait to be recognized then identify yourself by name. In a large room, it is proper to stand.

The Bylaws Chair should instruct the membership to take part in the debate if they have a viewpoint to express or if they want information on the topic being debated. A member should not sit silent during the debate and then criticize proceedings after the meeting.

In a large assembly during a motion debate, each member should limit their discussion to two minutes and comment only two times keeping content related to the motion under discussion. One of the most important rules of debate is that the proposal, not the member, is the subject of debate. To decrease the possibility that the debate will become personal, speak to the presiding officer, not directly to other members. NOTE: The degree of formality used varies with the circumstances and nature of the meeting.

VOTING

To win by a plurality vote means to obtain the largest number of votes when there are three or more nominees (which may be less than a true majority). A unanimous consent can be used where there seems to be no opposition. It permits acting without a formal motion or vote. Voting by voice is the most common method. A counted standing vote should be used whenever a 2/3s (two-thirds) vote is required (never a voice vote) or whenever the results of a voice vote are questionable. In a small group, a show of hands (visual or counted) may be used instead of a voice or standing vote.

RONR requires a majority vote to adopt a motion or to elect an officer. It is defined as "more than half" of the votes cast at a meeting in which a quorum is present. An abstention vote is not counted in the total to achieve a majority.

Ballots are typically used in elections and for other important decisions when there is a desire to keep secret how each member votes. Tellers hand out, collect, and count ballots. It is the tellers' responsibility to instruct the voting body how to fold the ballot and how they should be marked. Tellers are to ensure that no member votes more than once. Once counted, the Chair of the Tellers reads the report. The presiding officer then repeats the report and officially announces who has won. If there is no majority another ballot is taken. All candidates remain on the next ballot (unless a candidate voluntarily withdraws). On any ballot, "write-in votes" may be cast for prescreened eligible persons. Nominations from the floor do not require a second. Per RONR if only one candidate has been nominated for office, the Chair may declare the nominee elected (which is referred to as an election by "acclamation") unless the bylaws require a ballot vote.

MOTIONS

Simply stated, the flow is main motion – second – stated by the President – debate (discussion) – “Are you ready for the vote?” – vote (aye/no). A “vote” can be taken by general consent, voice vote, hand vote, roll call, or written ballot. The President will announce the result and call for the next item of business.

A “main motion” introduces a subject to an assembly and begins the process of decision-making. It is a formal proposal that a group should take certain actions. When presenting a motion, the correct terminology is “I move” or “I make a motion” to institute the question. “second” expresses support for discussion of the motion. After a motion is made and seconded, it is stated by the presiding officer and then the floor is open for discussion. Strictly speaking, there should be no debate on a matter before a motion regarding it has been made and seconded. After discussion has ceased, it is put to vote. A motion is either “carried” or “defeated”.

When making a motion it is very important to say precisely what the words of the motion are. The BOD will vote on exact language not on a vague idea. It is the Secretary’s job to copy the motion down accurately, not to come up with language they think the group meant. A complex motion should always be written out by the mover and copies given to the presiding officer and the Secretary.

A motion may be seconded without rising or addressing the chair. If the motion comes from a committee, no second is needed. If a motion does not receive a second by another member, it fails for “lack of a second”. In this situation, no discussion is held, and no vote is taken.

When a motion has been made, seconded and stated by the presiding officer, the assembly is not at liberty to consider any other business until this motion has been disposed of. The mover cannot withdraw the motion after it has been stated by the presiding officer.

1. **To amend:** This motion is to substitute, add or omit words in the original main motion and proposed when it is believed the motion can be improved if changed in some way. A motion to amend should include precise wording. Wording is debatable and requires a majority vote.

To amend the amendment: This is a motion to change, add or omit words in the first amendment. It is debatable and requires a majority vote.

The vote on an amendment does not decide the main motion. The amended motion is opened for additional debate. In the end, a vote is taken on the main motion as amended. Each amendment and the main motion are voted on separately.

2. **To commit:** When a motion becomes involved through amendments or when it is wise to investigate a question more carefully, it may be moved to take the motion to a committee for further consideration. This motion is debatable and amendable. The committee must report back on the question.

3. **To lay on the table:** The object of this motion is to postpone the subject under discussion in such a way that it can be taken up at some time soon. The motion is “take from the table” and is not debatable or amendable but does require a majority vote.
4. **To postpone:** A motion to postpone the question before the assembly to some future date may be in order. It is debatable and requires a majority vote.
5. **To reconsider:** The motion to reconsider a motion that was carried out or lost is in order if made on the same day. Must be made by one who voted with the prevailing side. It is debatable and requires a majority vote. This motion requires two votes, first on whether it should be considered and second on the original motion after reconsideration.
6. **The previous question:** This motion closes the debate on a pending question and may be made when the debate becomes long and drawn out. It takes the motion to vote and is not debatable. The form is “I move the previous question”. The presiding officer then asks, “Shall debate be closed and the question put to vote?” If this is adopted by a two-thirds vote, the question before the assembly is immediately voted upon.
7. **The point of order:** This motion is used to present an objection to a ruling of the presiding officer or parliamentary procedure. The form is “I rise to a point of order”. The presiding officer states, “Please state your point of order”. The presiding officer answers that the motion is either sustained or denied. At this point, any member may appeal the decision of the presiding officer. The presiding officer addresses the assembly “Shall the decision of the chair be sustained?” Requires a majority vote to sustain or a majority “no” vote to reverse the decision.