

Process for Annual Review of Governing Documents by Constituent Society

1. **WHY:** The purpose of annual review of governing documents is:
 - a. To maintain compliance with ASCLS
 - b. To ensure that your bylaws represent the actual way of doing things – are they up to date with your processes and with ASCLS
 - c. To maintain leadership's knowledge of bylaws - refresh their knowledge
 - d. To critically assess if there is a better way of doing things
2. **WHAT:** what documents should be reviewed
 - a. Bylaws
 - b. SOPs, guidelines, policies, regulations
 - c. position descriptions
 - d. Know where your Articles of Incorporation are kept and periodically review that they are in compliance with state laws
3. **WHO:** who should perform the review, who should validate the review
 - a. Bylaws Chair/committee, Constituent Society Board of Directors
 - b. position descriptions; reviewed also by each individual holding that position
4. **WHEN:** when during the administrative year should this be done – deadline?
 - a. review should be performed at the beginning of the new leadership year. This allows time to review and work on potential changes/amendments prior to the annual membership meeting. It also provides an opportunity to maintain knowledge of these documents by the current leadership.
 - b. Bylaws should be reviewed annually; Bylaws chair reports to BOD completion of review
 - c. SOPs, guidelines, policies, regulations should be reviewed annually in conjunction with the Bylaws.
 - d. Position descriptions should be reviewed annually by the individual in that role with help from another leader if they're new to a leadership role.
 - e. Articles of Incorporation; in compliance with state laws -one review 'now' and then only if a major change is anticipated (e.g., name, any purpose); this could also depend on state law
5. **HOW:** steps for reviewing (are the necessary articles present, has anything changed in the CS or on the national level such as membership classifications or standing committees, do the bylaws represent the actual way of doing things)
 - a. Make sure you have the current (most recent) version of your Bylaws - if you don't know where to find them, contact ASCLS; the executive office has archived copies. If Bylaws documents can't be located or are in need of total revision, use the Constituent Society Model Bylaws template located on the ASCLS website in Leadership Resources as a guide.
 - b. President/BOD - identify what needs to be reviewed, who should review it, and what is the timeline (deadline)? If anticipating bylaws changes, work back from your annual membership meeting. Someone needs to guide the process; if you do not have a defined bylaws committee, your BOD can appoint an ad hoc committee at the beginning of the new leadership year.

- c. Final review and any recommendations must go before your BOD for approval first. Following BOD approval, proposed amendments are submitted to ASCLS Bylaws Committee, and after approval from the ASCLS Bylaws Committee, submitted to the membership for adoption.
- d. Review the documents to determine if they reflect current practice
 - i. Committees - is this still current with your constituent society, are the standing committees still the same? Have you dropped some committees or combined them with other committees?
 - ii. Officers – have you combined positions, for example, Secretary and Treasurer into one Secretary/Treasurer position?
 - iii. Voting, Publications, Meetings - have you incorporated electronic functioning but your Bylaws state ‘vote by mail’ or ‘newsletter is mailed’?
 - iv. Amendments clause – does it state to mail multiple copies of your bylaws to the national office? It is no longer necessary to mail copies, submit one electronic copy to both the executive office and the Chair of the Bylaws Committee.
- e. Ensure that the required Articles are included in your Bylaws: Name, Purpose, Membership, Officers, Meetings, Board of Directors/Executive Committee, Committees, Parliamentary authority, Amendment, Dissolution
- f. Additionally - Elections (can be included in officers or nominating committee or separate article), allowance for electronic functioning (meetings, publications, voting), and Quorum are necessary elements in your Bylaws.
- g. Quorum must be defined for both Board of Directors meetings and for annual membership meetings.

The Model Bylaws Document can be found on the ASCLS website – About Us – Leadership - Leadership Resources. This document is designed to serve as a guide to Constituent Societies in developing/amending/revising their Society Bylaws/SOPs.

Things to watch for when working with Constituent Society Bylaws

1. Amendment process; pay attention to the steps for amending bylaws and the timeline
2. Don't include the small details such as dues amounts in the Bylaw, those should be in SOPs
3. Watch the wording and punctuation; the ‘little words’ such as *must*, *may*, *should*, and *shall* make all the difference.
4. Use consistency when referring to the entity in question (e.g., Name: The name of this corporation is the (Your society here), hereinafter referred to as "the Society" or “ASCLS-State” or “StateSCLS”)
5. Use consistency in terminology throughout the document (e.g., SOP vs regulations vs guidelines or areas vs districts)
6. Make use of the model bylaws template included under Leadership Resources; when in doubt, consult the template
7. Your ASCLS Bylaws Committee is here to help, if you have any questions, concerns, or would like help with your bylaws, please don't hesitate to contact us.