

# INTRODUCTION

## §2. RULES OF AN ASSEMBLY OR ORGANIZATION

**Copied in its entirety from *Robert's Rules of Order Newly Revised*, 9th ed., ed. Henry M. Robert III, William J. Evens, James W. Cleary (Scott Foresman, 1990), pp. 9-18. Please note that section and page references have not been excluded and refer to other portions of that text.**

An organized society requires certain rules to establish its basic structure and manner of operation. In addition, a need for formally adopted rules of procedure arises in any assembly, principally because there may be disagreement or a lack of understanding as to what is parliamentary law regarding points that can affect the outcome of substantive issues.

Experience has shown that some of the rules of a society should be made more difficult to change, or to suspend — that is, set aside for a specific purpose — than others. Upon this principle, the rules which an established organization may have are commonly divided into classes — some of which are needed by every society, while others may be required only as conditions warrant. Within this framework under the general parliamentary law, an assembly or society is free to adopt any rules it may wish (even rules deviating from parliamentary law) provided that, in the procedure of adopting them, it conforms to parliamentary law or its own existing rules. The only limitations upon the rules that such a body can thus adopt might arise from the rules of a parent body (as those of a national society restricting its state or local branches), or from national, state, or local law affecting the particular type of organization.

The various kinds of rules which a society may formally adopt include the following: Corporate Charter, Constitution and/or Bylaws, Rules of Order (which include a standard work on Parliamentary law adopted as the society's Parliamentary Authority, and any Special Rules of Order), and Standing Rules. Each of the types of rules is discussed below. (For a more complete treatment of constitution and/or bylaws, see §55 and §56.)

### **Corporate Charter**

The Corporate Charter (in different states variously called the *Certificate of Incorporation*, *Articles of Incorporation*, *Articles of Association*, etc.) is a legal instrument which sets forth the name and object of the society and whatever other information is needed for incorporating the society under the laws of the particular state — or under federal law in the case of a few special types of organizations. Incorporation is necessary or may be advisable, depending upon the differing laws of each state, if the organization is to hold property, inherit a legacy, make legally binding contracts, hire employees, be in a position to sue or be sued as a society, or the like. A principal advantage in incorporating a society is that officers and members are protected from personal liability under obligations that may be incurred by the organization. Apart from this consideration, in general, a society need not be incorporated unless incorporation is dictated by a law relating to the society's contemplated activities.

A corporate charter should be drafted by an attorney and must then be processed in accordance with the legal procedure for incorporation in the state (or under federal law if applicable). Any later amendments (that is, changes in the charter) are subject to the requirements of law and any limitations placed in the charter itself.

In an incorporated organization, the corporate charter supersedes all its other rules, none of which can legally contain anything in conflict with the charter. Nothing in the charter can be suspended by the organization itself unless the charter so provides. For these reasons, a corporate charter generally should contain only what is necessary to obtain it, and to establish the desired status of the organization under law — leaving as much as possible to the bylaws or to lower-ranking rules if appropriate, in accordance with the principles explained below and in **§55**.

### **Constitution; Bylaws**

In general, the constitution or the bylaws — or both — of a society are the documents which contain its own basic rules relating principally to itself as an organization, rather than to the parliamentary procedure that it follows. In the ordinary case, it is now the recommended practice that all of a society's rules of this kind be combined into a single instrument, usually called the “bylaws,” although in some societies called the “constitution” — or called the “constitution and bylaws,” even when it is only one document. The term *bylaws*, as used in this book, refers to this single, combination-type instrument — by whatever name the particular organization may describe it — which:

- 1) should have essentially the same form and content whether or not the society is incorporated (except for the omission or inclusion of articles on the name and object as noted below);
- 2) defines the primary characteristics of the organization — in such a way that the bylaws serve as the fundamental instrument establishing an unincorporated society, or conform to the corporate charter if there is one;
- 3) prescribes how the society functions; and
- 4) includes all rules that the society considers so important that they (a) cannot be changed without previous notice to the members and the vote of a specified large majority (such as a two-thirds vote), and (b) cannot be suspended (with the exception of clauses that provide for their own suspension under specified conditions, or clauses in the nature of rules of order as described below; see also pp. 261-262 and 574)

While the number of articles in the bylaws will be determined by the size and activities of the organization, the general nature of the subjects covered will be indicated by the following list of articles, typical of those found in the bylaws of the average unincorporated society: (1) Name of the organization; (2) its Object; (3) Members; (4) Officers; (5) Meetings; (6) Executive Board (if needed); (7) Committees; (8) Parliamentary Authority (that is, the name of the manual of parliamentary procedure that the organization is to follow; see below); (9) Amendment (prescribing the procedure for making changes in the bylaws). If the society is incorporated, its name and its object are usually set forth in the corporate charter, in which case the first two articles listed above should be omitted from the bylaws. The appropriate content of bylaws is discussed in detail in **§55**.

It formerly was common practice to divide the basic rules of an organization into two documents, in order that one of them — the *constitution* — might be made more difficult to amend than the other, to which the name *bylaws* was applied. In such a case, the constitution would generally contain the most essential provisions relating to the first five items listed in the preceding paragraph (leaving additional details to the bylaws), and would prescribe the procedure for amending the constitution. Such an arrangement may still be found in cases where a national, state, or local law applying to the

particular type of organization requires a constitution separate from the bylaws, or in older organizations that have had little occasion to change their existing rules. Unless the constitution is made more difficult to amend than the bylaws, however, no purpose is served by separating these two sets of rules. In an incorporated society there generally should not be a constitution separate from the bylaws, since in such a case the constitution would duplicate much of the corporate charter. While it is not improper, in an unincorporated society, to have both a constitution and bylaws as separate documents (provided that the constitution is made more difficult to amend), there are decided advantages in keeping all of the provisions relating to each subject under one heading within a single instrument — which results in fewer problems of duplication or inconsistency, and gives a more understandable and workable body of rules.

Except for the corporate charter in an incorporated society, the bylaws (as the single, combination-type instrument is called in this book) comprise the highest body of rules in societies as normally established today. Such an instrument supersedes all other rules of the society, except the corporate charter, if there is one. In organizations that have both a constitution and bylaws as separate documents, however, the constitution is the higher of the two bodies of rules and supersedes the bylaws.

The bylaws, by their nature, necessarily contain whatever limitations are placed on the powers of the assembly of a society (that is, the members attending a particular one of its meetings) with respect to the society as a whole. Similarly, the provisions of the bylaws have direct bearing on the rights of members within the organization — whether present or absent from the assembly. It is a good policy for every member on joining the society to be given a copy of the bylaws, printed together with the corporate charter, if there is one, and any special rules of order or standing rules that the society may have adopted as explained below. A member should become familiar with the contents of these rules if he looks toward full participation in the society's affairs.

### **Rules of Order**

The term *rules of order* refers to written rules of parliamentary procedure formally adopted by an assembly or an organization. Such rules relate to the orderly transaction of business in meetings and to the duties of officers in that connection. The object of rules of order is to facilitate the smooth functioning of the assembly and to provide a firm basis for resolving questions of procedure that may arise.

In contrast to bylaws, rules of order derive their proper substance largely from the general nature of the parliamentary process rather than from the circumstances of a particular assembly. Consequently, although the tone of application of rules of order may vary, there is little reason why most of these rules themselves should not be the same in all ordinary societies and should not closely correspond to the common parliamentary law. The usual method by which an ordinary society now provides itself with suitable rules of order is therefore to include in its bylaws a provision prescribing that the current edition of a specified and generally accepted manual of parliamentary law shall be the organization's *parliamentary authority*, and then to adopt only such *special rules of order* as it finds needed to supplement or modify rules contained in that manual. In a mass meeting of a body not yet organized, adoption of a parliamentary authority (or individual rules of order) may take place at the beginning of the meeting. Special rules of order supersede any rules in the parliamentary authority with which they may conflict. The average society that has adopted a suitable parliamentary authority seldom needs special rules of order, however, with the exception — in certain cases — of a rule establishing the society's own order of business (see p. 24), and a rule relating to the length or number of speeches permitted each member in debate. These rules are usually adopted in the form of *resolutions* (pp. 32 and 103), but when they are printed the enacting words (“*Resolved, That*”) are dropped.

When a society or an assembly has adopted a particular parliamentary manual — such as this book — as its authority, the rules contained in that manual are binding upon it in all cases where they are not inconsistent with the bylaws or any special rules of order of the body, or any provisions of local, state, or national law applying to the particular type of organization. What another manual may have to say in conflict with the adopted parliamentary authority then has no bearing on the case. In matters on which an organization’s adopted parliamentary authority is silent, provisions found in other works on parliamentary law may be *persuasive* — that is, they may carry weight in the absence of overriding reasons for the following a different course, but they are not binding on the body.

Although it is unwise for an assembly or a society to attempt to function without formally adopted rules of order, a recognized parliamentary manual may be cited under such conditions as persuasive. Or, by being followed through long-established custom in an organization, a particular manual may acquire a status within the body similar to that of an adopted parliamentary authority.

Any special rules of order should be adopted separately from the bylaws and should be printed in the same booklet with, but under a heading separate from, the bylaws. Although rules in the nature of special rules of order are sometimes placed within the bylaws — as occurs most frequently in the case of a society’s prescribing its own order of business — such an arrangement is less desirable, since it may lead to cases of uncertainty as to whether a particular rule can be suspended.

Rules of order — whether contained in the parliamentary authority or adopted as special rules of order — can be suspended by a two-thirds vote as explained in **§25** (except in the case of a rule protecting a minority of less than one third of those voting). Rules clearly identifiable as in the nature of rules of order that are placed within the bylaws can also be suspended by a two-thirds vote; but, except for such rules and for clauses that provide for their own suspension, as stated above, bylaws cannot be suspended.

For the adoption or amendment of special rules of order that are separate from the bylaws, previous notice (p. 118) and a two-thirds vote (or, without notice, a vote of a majority of the entire membership of the organization) is required. After the bylaws of a society have been initially adopted when the organization is formed, the adoption or amendment of special rules of order placed within the bylaws is subject to the procedure for amending the bylaws (see **§56**).

### **Standing Rules**

*Standing Rules*, as understood in this book except in the case of conventions, are rules (1) which are related to the details of the administration of a society rather than to parliamentary procedure, and (2) which can be adopted or changed upon the same conditions as any ordinary act of the society. An example of such a rule might be one setting the hour at which meetings are to begin, or one relating to the maintenance of a guest register. Standing rules generally are not adopted at the time a society is organized, but individually if and when the need arises. Like special rules of order, standing rules may be printed under a separate heading in the booklet containing the bylaws, and in such a case, any enacting words such as “*Resolved, That*” should be dropped. A standing rule can be adopted by a majority vote at any business meeting with previous notice. Although such a rule remains in effect until rescinded or amended, it does not bind future sessions if a majority desires to suspend it temporarily for the duration of a particular session. (For the requirements for rescinding or amending such a rule, see **§34**.)

The remainder of this book contains the Organization Rules of the  
Holly Society of America, Inc., presented in order of precedence.