

Understanding Your Neighborhood Association's Charter, Bylaws, and Rules of Order

Charter

Each Eugene neighborhood association is established by adopting a charter that's approved by the City. The charter must specify information required by the City, such as the association name, geographic boundaries, general purpose, and rules for membership. Beyond this, the charter should generally include only the essential information needed to establish the organization.

As with any type of organization, a neighborhood association's charter, as well as bylaws, rules of order, and any actions taken by the membership, must comply with City, State, and Federal laws and regulations. But *chartered* neighborhood associations (unlike independent homeowners' associations, for example) are further required to comply with any rules the City establishes for neighborhood associations. As one example, changes to the charter require approval by both the association membership and the City.

Bylaws

A neighborhood association's bylaws, which are normally referenced explicitly in its charter, describe the association's fundamental structure and essential governing procedures. For example, bylaws typically define the association's officers and rules for elections. Bylaws are where each neighborhood association's members decide how they want to operate, and the City allows wide latitude in this regard. For example, one neighborhood may choose to have a four-member board with quarterly meetings and rotation of which person serves as Chair. Another neighborhood may choose to meet monthly and have specifically delineated officers (e.g., Chair, Treasurer, etc.) with two-year terms.

Bylaws should generally include specific descriptions for the most important aspects of the association, for example, the officers and frequency of meetings. Bylaws are subordinate to the charter (as well as applicable laws and regulations), and when any bylaw provision conflicts with a charter provision, the charter prevails.

Bylaws also must include rules for how the bylaws may be amended, and typically these rules make it more difficult to amend the bylaws than to adopt simple motions. For example, it's common to require advance notice to the membership of proposed bylaw amendments and to require a 2/3 majority vote for approval.

Bylaws also should include any restrictions the organization wants to place on how business is conducted at meetings. Placing such restrictions in the bylaws is important because rules of order (which are discussed next) that are not in the bylaws may, in many cases, be suspended at a meeting. Typical restrictions found in bylaws are quorum size, prior notice to members before certain actions can be considered, minimum votes required for certain actions to be approved, and so forth. Such rules provide very valuable protection for members who may not be present at a meeting, and a neighborhood association should consider carefully which provisions to include in its bylaws.

Rules of order

Many other rules need to be clearly defined for the orderly conduct of a neighborhood association's business, including the process followed during meetings. For items not laid out in the charter or bylaws, the association adopts "rules of order," which are typically referenced in the bylaws. Rules of order describe, for example, the way that ordinary motions are brought before the association, deliberated, and voted on.

Neighborhood associations typically specify rules of order by proscribing in the bylaws that the current edition of a generally accepted manual of parliamentary law, such as *Robert's Rules of Order, Newly Revised*, shall be the association's parliamentary authority (or some wording to this effect). An association can also create and adopt their own special rules of order in addition to rules set forth in a standard manual.

When there are conflicts among the charter, bylaws, special rules of order (if any), and rules in an adopted parliamentary law manual, the conflict is resolved in favor the first of these, respectively, that addresses the issue. So, for example, the bylaws take precedence over rules of order, and special rules of order take precedence over rules in an adopted parliamentary law manual.

Standard rules of order, such as "*Robert's*," cover a lot of details, but also provide much flexibility, including provisions for an appropriate majority of the membership to suspend or ignore certain parliamentary rules at meetings. In general, and specifically in *Robert's*, however, bylaw (and charter) provisions can *never* be suspended or ignored except as the bylaws themselves explicitly provide. The only allowable process to remove or alter a provision of the bylaws is to amend the bylaws.

Observing the bylaws and rules of order

All members and officers of a neighborhood association are obligated to follow the charter, bylaws, and rules of order. Individuals who preside at meetings should familiarize themselves with the association's charter and bylaws and basic rules of order. A reasonable knowledge of *Robert's* (for example) will serve adequately in most cases, and a copy should be handy for consulting when there are questions.

As mentioned, standard rules of order provide a lot of flexibility in how meetings are run and other business conducted. The person presiding at a meeting should ensure the rules are followed and should not let "customary practice," expediency, or tacit acceptance by members who may not understand the bylaws or rules of order very well, justify rule violations. As mentioned, standard rules of order provide wide flexibility, but in those cases where the bylaws or rules of order are inconvenient, or even burdensome, they still must be followed.

The bylaws in particular require particular respect – as the term implies, these are "laws," of the association, not just guidelines. Sometimes an ill-conceived bylaw provision may be particularly inconvenient, and it may seem that no harm would be done by ignoring the provision in a particular case. But this is both illegal and unwise.

A bylaw provision is like a stop sign at an intersection. Some stop signs are placed at inconvenient locations, and there are some cases where most observers might agree that merely slowing down and looking for cross traffic would be safe enough. These circumstances, however, don't change the law and drivers' obligation to observe stop sign rules. And, it wouldn't matter if every licensed driver in the state agreed that a full stop shouldn't be necessary at a particular location. Until the inconvenient stop sign were removed, the law must be observed. There is good reason for this practice – if we let individuals or groups of individuals decide on the fly when stop sign rules must be followed, eventually someone will be hurt because of a bad decision.

The same principles apply to bylaws. They provide protection for, among others, minorities and members not at meetings. Like stop signs they must *always* be observed.

Enforcing the rules

The Chair, or other person presiding at a meeting, is responsible for enforcing the bylaws and rules of order. If there is some disagreement whether a rule has been followed, a member can ask the Chair to make a determination. Once the Chair decides, his or her decision may be appealed and a vote of the members present can sustain or overrule the Chair's decision.

Because it's not unusual for neighborhood association members to be unfamiliar with parliamentary process, and in some cases even view rules of order as an unnecessary nuisance, the Chair has an obligation to make every effort to decide such questions on the actual provisions of the bylaws or rules of order and not on any other basis. Likewise, when a decision is appealed, the Chair should clearly explain to members that the vote to sustain or overrule the Chair's decision should be based *only* on the members' best understanding of what the bylaws and rules of order require. The Chair should explain that such a vote is on the interpretation of the rules, not on personal support for the Chair or on what the membership would *like* to do, if a particular rule didn't exist.

With independent organizations, the memberships' decision on an appeal of the Chair's ruling is the final word – contested decisions on interpreting and enforcing bylaw provisions and rules of order are ultimately by a vote of the membership. (Of course, any subsequent action must also be legal or an individual can take the matter to a court of law.)

With Eugene's chartered neighborhood associations, however, the City Council has ultimate authority to determine whether a rule has been violated. For example, suppose (as is typical), the association's charter states that the bylaws shall define the membership of an executive board, and the bylaws specify that the executive board shall have five members. Unless the charter or bylaws also include an explicit provision to suspend the provision establishing the number of board members, it would (obviously) be a violation of bylaws to elect six members to the executive board. Because the charter states that the bylaws define board membership, the charter would also be violated by electing six board members. *Regardless of any membership vote – even a unanimous vote, the bylaws*

cannot be ignored. In this example, the neighborhood association would be in violation of its charter, and the City Council would have the authority and responsibility to require compliance. If the neighborhood association failed to comply, the City Council's ultimate enforcement action could be to revoke the neighborhood association's charter.

Note that the City's Neighborhood Services staff has stated the position that they don't have the authority or responsibility to enforce neighborhood association charters, which requires any association member who wants to appeal a charter violation to appeal directly to City Council.

Being prepared

The best way to have effective bylaws and to conduct business smoothly is to learn more about both the association's bylaws and adopted rules of order. It goes without saying that neighborhood association officers and board members should all have a copy of, and understand, their association's bylaws. The Chair or other person who normally presides at meetings should also learn the basics of the applicable rules of order. *Robert's Rules of Order, Newly Revised* has excellent explanations of how to setup bylaws, conduct meetings, hold elections, and a variety of other common processes. *Robert's* also provides good informal descriptions and examples that can help apply rules of order effectively. (As you'd expect, *Robert's* also provides many details that rarely come into play and which can be safely skipped over unless a question arises.)

Another avenue is to enlist the help of an association member or other volunteer who is familiar with parliamentary procedure to provide advice, and perhaps even serve as a designated parliamentarian at meetings. (The parliamentarian's role is solely to advise the person presiding, who is still responsible for ruling on questions that arise.)