

ITEM 68 | AMENDMENTS OF CONSTITUTIONS, BY-LAWS, AND RULES OF ORDER

Constitutions, by-laws, and rules of order, that have been adopted and contain no rule for their amendment, may be amended at any regular business meeting by a vote of the majority of the entire membership; or, if the amendment was submitted in writing at the previous regular business meeting, then they may be amended by a two-thirds vote of those voting, a quorum being present. But each society should adopt rules for the amendment of its constitution, by-laws, and rules of order, adapted to its own case, but always requiring previous notice and a two-thirds vote. Where assemblies meet regularly only once a year, the constitution, etc., should provide for copies of the amendment to be sent with the notices to the members or the constituency, instead of requiring amendments to be submitted at the previous annual meeting. The requirements should vary to suit the needs of each assembly, always providing for ample notice to the members or the constituency. In societies having very frequent meetings, and also monthly or quarterly meetings more especially devoted to business, it is well to allow amendments to the by-laws, etc., to be adopted only at the quarterly or annual meetings. In specifying when the amendment must be submitted, "the previous regular meeting" should be used instead of "a previous regular meeting," as in the latter case action on the amendment might be delayed indefinitely to suit the mover, and the object of giving notice be defeated. In prescribing the vote necessary for the adoption of an amendment, the expression "a vote of two-thirds of the members should never be used in ordinary societies, especially in large organizations with quorums smaller than a majority of the membership, as in such societies it is seldom that two-thirds of the members -- that is, two-thirds of the entire membership -- is ever present at a meeting. If it is desired to require a larger vote than two-thirds (that is, two-thirds of the votes cast, a quorum being present), the expression "a vote of two-thirds of the members present," should be used. Instead of submitting the amendment in writing, sometimes only notice, or written notice, of an amendment is required. Unless the notice is required to be in writing it may be given orally. In any case, only the purport of the amendment is necessary, unless the rule requires that the amendment itself shall be submitted.

If a committee is appointed to revise the by-laws and report at a certain meeting, this would be all the notice required, and the amendments could be immediately acted upon, if the by-laws required only previous notice of an amendment. But if they required the amendment, or "notice of such amendment," to be submitted at the



previous regular meeting, the revision could not be taken up until the next regular meeting after the committee had submitted its report. The committee may submit a substitute for the by-laws unless it is limited as to its report, as a substitute is an amendment. Great care should be exercised in amending constitutions, etc., to comply with every rule in regard to their amendment.

An amendment to the constitution, or anything else that has already been adopted, goes into effect immediately upon its adoption, unless the motion to adopt specifies a time for its going into effect, or the assembly has previously adopted a motion to that effect. While the amendment is pending, a motion may be made to amend by adding a proviso similar to this, "Provided, that this does not go into effect until after the close of this annual meeting." Or, while the amendment is pending, an incidental motion may be adopted that in case the amendment is adopted it shall not take effect until a specified time. This requires only a majority vote.

Amending a proposed amendment to the constitution, etc., may be accomplished by a majority vote, without notice, subject to certain restrictions. The assembly is not limited to adopting or rejecting the amendment just as it is proposed, but no amendment is in order that increases the modification of the rule to be amended, as otherwise advantage could be taken of this by submitting a very slight change that would not attract attention and then moving the serious modification as an amendment to the amendment.

Thus, if the by-laws placed the annual dues of members at \$2.00, and an amendment is pending to strike out 2 and insert 5, an amendment would be in order to change the 5 to any number between 2 and 5; but an amendment would not be in order that changed the 5 to any number greater than 5 or less than 2. Had notice been given that it was proposed to increase the dues to more than 5 dollars, or to reduce them below 2 dollars, members might have been present to oppose the change, who did not attend because they were not opposed to an increase as high as 5 dollars. The same principle applies to an amendment in the nature of a substitute, the proposed substitute being open to amendments that diminish the changes, but not to amendments that increase those that are proposed, or introduce new changes. Thus, if an amendment is pending, substituting a new rule for one that prescribes the initiation fee and annual dues, and the substitute does not change the annual dues, then a motion to amend it so as to change the

annual dues would be out of order. The notice must be sufficiently definite to give fair warning to all parties interested as to the exact points that are to be modified. The proposed amendment is a main motion, and that is the only question before the assembly. It is subject to amendments of the first and second degree, like other main motions, and no amendment that is not germane to it is in order.

A society can amend its constitution and by-laws so as to affect the emoluments and duties of officers already elected, or even to do away with the office altogether. If it is desired that the amendment should not affect officers already elected, a motion to that effect should be adopted before voting on the amendment; or the motion to amend could have added to it the proviso that it should not affect officers already elected. There is something in the nature of a contract between a society and its officers which either one can modify to some extent, or even terminate, but it must be done with reasonable consideration for the other party. A secretary, for instance, has no right to refuse to perform his duties on the ground that he has handed in his resignation. On the other hand, the society cannot compel him to continue in office beyond a reasonable time to allow for choosing his successor.

Care should be exercised in wording the sections providing for amending the constitution, etc., to avoid such tautology as "amend, or add to, or repeal," or "alter or amend," or "amend or in any way change." The one word amend covers any change whatever in the constitution, etc., whether it is a word or a paragraph that is added or struck out, or replaced by another word or paragraph, or whether a new constitution, etc., is substituted for the old one.

