



# Bylaws, Resolutions, & Policies, Oh My!



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The ASWB looks forward to seeing its membership in attendance at the upcoming Annual Meeting of the Delegate Assembly, November 5–7, 2015, in Fort Lauderdale, Florida. The annual meeting is the time for ASWB to conduct its business. It also provides the delegates, other members of member boards, and under certain circumstances, other attendees with an opportunity to be heard on relevant matters. ASWB seeks to ensure that delegates and members of member boards are equipped with information, both of substance and procedure, to facilitate a productive and efficient meeting. The ambitious agenda calls for informative reports from the association officers, office staff, and committees, and updates on programs and initiatives, and also involves the election of members of the Board of Directors and Nominating Committee. The August issue of the ASWB newsletter addressed, among other important topics, the corporate and governance structure of the association. This edition's Counsel's Column will cover issues specifically related to the annual meeting in an attempt to identify for the delegates and other attendees some of the nuances of the decision-making items.

## **Elections**

The 2015 Annual Meeting of the Delegate Assembly will include

elections to open positions on the Board

## **Counsel's Column**

of Directors. The open positions include the office of treasurer as well as director at large professional member and director at large public member. As a refresher, the bylaws establish the governance of the association and provide for the number and eligibility of the members of the Board of Directors. Article VII of the bylaws sets forth the composition of the Board, qualifications and continued qualifications of the Board members, and the terms and officers. The Nominating Committee receives nominees and, once eligibility has been determined, slates candidates on a ballot, taking into consideration factors to ensure that the Board of Director representatives reflect the demographics of ASWB. The slate of candidates must be distributed to the delegates at least 30 days prior to the annual meeting to ensure delegates are prepared to cast an informed vote.

## **Bylaws and Resolutions**

In addition to the election of the Board of Directors and Nominating Committee, attendees will hear a report from the Bylaws and Resolutions Committee, and delegates will be asked to vote on proposed

amendments to the bylaws. The 2015 Annual Meeting of the Delegate Assembly will consider extensive proposed amendments. Delegates are encouraged to study these changes and arrive prepared to engage in debate and eventual decision making. The Bylaws and Resolutions Committee report will provide background and rationales to these suggested modifications. The 2015 proposed amendments address minor edits to reflect current practice of the association, as well as substantive changes to the association purpose statement, qualifications of candidates, terms for and composition of the Board of Directors, and restructuring of the Nominating Committee.

Delegates and members of member boards must distinguish between bylaws, resolutions, and policies. In short, **bylaws** are the documents that set forth the governance structure of the organization and address “big picture” governance-type issues of the organization. The ASWB bylaws define the membership and address its authority, set forth the relevant meetings, establish and authorize the Board of Directors, identify the standing committees, establish parameters regarding finances and indemnification, and address amendments. Establishing and amending bylaws falls solely within the purview of the membership through a voting process and amendments thereto are limited to acts of the delegates at an annual meeting.

**Resolutions** are policy statements made by the delegates that provide the organization’s leadership, specifically the Board of Directors, with the opinions of the membership on relevant matters of significance. Resolutions are drafted in a manner to identify the

facts supporting the submission of the resolution (WHEREAS clauses) followed by the requested resolution (THEREFORE BE IT RESOLVED). Resolutions are reserved for matters of significance to the organization and generally provide a request for action. For example, a suggested action may be the establishment of a task force for gathering information and making suggestions and recommendations to the Board or Delegate Assembly within a specified time period. Other actions may include implementing a previously identified issue that has been explored, such as implementing a program to assess the education equivalence of graduates of foreign education programs for the purposes of use by the member boards. Resolutions must be carefully drafted to ensure that they fall within the mission of the association.

The Bylaws and Resolutions Committee considers and discusses each resolution and makes a determination of “recommend,” “do not recommend,” or “no recommendation” before it is presented to the delegates. Once a resolution has been submitted and reviewed by the committee, it is introduced into the record and discussed by the membership at the annual meeting. After the discussions, it will be voted on by the delegates and either passes or fails. Passed resolutions provide a basis for the Board of Directors to pursue directives or initiatives from the membership. Remember: A failed resolution can send an equally strong message as a passed resolution. The Board of Directors establishes policies regarding the submission dates of proposed resolutions to ensure that they can be edited, addressed by the Bylaws and Resolutions Committee, and

forwarded to the delegates to allow for consideration in advance of the annual meeting. Resolutions can be adopted only by an affirmative vote of the delegate assembly.

## **Policies**

Policies are adopted by the Board of Directors and address more operational issues that facilitate the record keeping, records retention, and financial aspects and set up parameters related to the day-to-day operations of the organization. Policies are more fluid and generally address issues that assist the association staff under the authority of the Board of Directors but without micromanaging the affairs of the organization. Current ASWB policies address issues related to membership, the examinations, meetings and travel, conduct of business, Board of Directors, personnel, and methods of operation. Policies are adopted by an affirmative of the vote of the Board of Directors.

## **Role of Delegates and members**

Delegates and members of member boards are encouraged to review the materials in advance of the annual meeting and be prepared for a productive and robust discussion of the important issues that are subject to a membership vote. It is hoped that this column will provide some preliminary guidance on the procedural issues relevant to the meeting. Of course, the Board of Directors, staff, and counsel will be available to answer any questions that may arise. We look forward to seeing you in Fort Lauderdale, Florida.