



## Who is this *Robert* dude, anyway?



By Dale Atkinson, Partner,  
Atkinson & Atkinson

*Dale Atkinson is a partner with the Illinois law firm that is counsel to ASWB. He is also executive director of the Federation of Associations of Regulatory Boards (FARB).*

*Good information is always worth repeating.*

To enable ASWB to engage in orderly business meetings, certain procedural guidelines are followed. The ASWB bylaws reference the application of parliamentary procedures, specifically the use of *Robert's Rules of Order*. Before relying upon the formalities of *Robert's Rules of Order*, however, the association's articles of incorporation, bylaws, policies, past practices, and the wishes of the delegate assembly will be examined. Members can benefit from understanding what role they play as delegate or alternate delegate based on these procedural guidelines. It is the participatory rights of each member board, specifically at the annual meeting, that forms the basis for this newsletter article.

ASWB member boards participate in the activities of the association through delegate representation. That is, each member board in good standing is entitled to nominate positions for leadership, introduce resolutions, and vote on matters duly brought before the delegate assembly. Votes are cast by the delegate designated by each member board. Eligibility criteria to serve as a delegate and alternate delegate are defined in the ASWB bylaws. To ensure informed membership, ASWB encourages

attendance and participation at the ASWB Annual Meeting of the Delegate Assembly by funding one delegate from each member board to attend. While funding is limited to the designated delegate, member boards are entitled and encouraged to send as many members of their board and staff to any ASWB meeting.

The governance protocols of ASWB can be summarized and prioritized as follows. First, the association is incorporated as a not-for-profit corporation in the Commonwealth of Virginia and is recognized as exempt from federal taxes under section 501(c)(3) of the Internal Revenue Code. This tax-exempt status is premised on the charitable and educational nature of ASWB activities. "Charitable" has been defined by the IRS as "lessening burdens on state government," and this tax status and classification are essential to distinguishing ASWB from other nonprofit organizations. ASWB is not a trade association and it does not engage in lobbying activities or efforts to influence government.

In order to be recognized as a corporation, ASWB filed its application and articles of incorporation with the Virginia Secretary of State. These articles contain very general language setting forth the purpose of the association and why

it is being incorporated. When assessing the activities of a corporation, the articles of incorporation are the first place to look to ensure compliance with this charter.

The next procedural assessment would be the bylaws. Bylaws are an established set of rules that generally control the actions of the membership and set forth the general governing aspects of the organization and Board of Directors as well as the parameters of the relevant meetings of the membership. The ASWB bylaws address, among many other aspects, the purpose of the association, definitions, qualification and authority of the membership, governance and election of a board of directors, meetings, standing committees, finances, indemnification, and amendments. Bylaws are eventually adopted by the membership and cannot be changed or amended without action by the member boards at an annual business meeting.

After the articles of incorporation and bylaws, ASWB relies upon its policies and past practices to bring order to its annual meetings. Policies are generally encompassing and address matters related to most operational aspects of the association. They provide rules over certain activities that are regularly undertaken by the membership, the Board of Directors, staff, and consultants. Examples of ASWB policy headings include conduct of business, meetings and travel, the examinations, membership, personnel, board of directors, methods of operations, finances, and others. Policies add further details to the operational aspects of the association, but they must be consistent with and cannot

supersede the articles of incorporation or bylaws. Policies are adopted by the elected Board of Directors.

*Roberts Rules of Order*, if invoked, will likely only apply to certain procedural aspects related to motions and points of order to the annual meeting. ASWB strives for and encourages significant delegate and member board participation in its meetings, and rules of order are intended to provide only for an orderly process. Under certain circumstances, only delegates and members of member boards will be recognized by the presiding officer to speak, to ensure the subject matter and discussions remain within the mission of ASWB. At the commencement of the annual meeting, the presiding officer will review the rules of order and debate and seek delegate approval. Legal counsel and/or a parliamentarian will be present to assist the presiding officer with the procedural aspects of any annual meeting.

The 2016 Annual Meeting of the Delegate Assembly includes matters that will come before the body for a vote of the delegates. Specifically, proposals to amend the ASWB bylaws will be presented. Because the bylaws amendments are proposed from committee, there is no need for a motion or second from the membership. The membership will have an opportunity to discuss and debate the proposed amendments before voting. The ASWB Board of Directors will also provide its position on the proposals.

As referenced, only the recognized delegate from each member board will be allowed to vote. However, members of member boards and

staff will have the privilege of the microphone during the discussions and debate.

The ambitious agenda also calls for informative reports from the association officers, office staff, and committees, and updates on programs and initiatives, and involves the election of members of the Board of Directors and Nominating Committee. Efficient and effective meetings of ASWB are promoted by having informed delegates and attendees.

Attendees are encouraged to understand the meeting protocols and arrive prepared to debate and discuss matters brought to the membership. The presiding officer will abide by basic rules of order to facilitate an orderly meeting. We look forward to seeing you in San Diego, California, in November at the 2016 Annual Meeting of the Delegate Assembly of ASWB.