

**Resolution to Amend
Article X Amendment of Bylaws
in the Proposed Revised CALLERLAB Bylaws**

The current CALLERLAB Bylaws and the proposed CALLERLAB Bylaws revision require a majority vote to amend the Bylaws as delineated in Article X of the proposed Bylaws revision and Article VII of the current Bylaws.

The Ad Hoc Committee that developed the initial draft of the revised Bylaws strongly recommended that this be changed to a 2/3 majority vote needed to amend the Bylaws, which is consistent with most writing and guidelines for the bylaws of a Not-for-Profit Public Benefit Corporation. It was decided that such a change should be considered separately from the overall Bylaws revision. Consequently the following resolution is being brought forth for consideration by the CALLERLAB Membership.

Wording of the Current and proposed changes for Article X Amendment of Bylaws of the proposed Bylaw revision and Article VII of the current Bylaw read as follows:

**ARTICLE X
AMENDMENT OF BYLAWS**

Section 1. AMENDMENT BY MEMBERS - Resolutions

All changes to the bylaws must follow the Resolution Policy and be approved by a majority vote or written vote of the Voting Members.

Section 2. Amendment by the Board of Governors

- A. These Bylaws may be provisionally amended by a majority vote of the Board of Governors.
- B. An amendment adopted by the Board of Governors shall not take effect or be binding until ratified by a vote of the eligible voting Members at the next Annual General Membership Meeting where a quorum is present, a special meeting held in lieu thereof, or a ballot provided to all eligible voting Members.

Should this resolution be approved by the Membership, the proposed Article X and current Article VII would be changed to read as follows:

**ARTICLE X/Article VII
AMENDMENT OF BYLAWS**

Section 1. AMENDMENT BY MEMBERS - Resolutions

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Background and Rationale:

CALLERLAB Bylaws currently require a simple majority to pass an amendment. This reflects that fact that when the Bylaws were first written, nearly 50 years ago, there was no general membership that served to approve board actions, just the original board of 25.

As things changed over the years so that anyone who met the membership requirements could join, thus creating both a board and a general membership base, the question of changing the requirements in a vote to amend the Bylaws was never brought up, even though it is the common approach to require a 2/3 majority to change something as fundamental as the Bylaws.

Since we are currently revising the CALLERLAB Bylaws, now is the time to seriously consider changing the requirement to amend the CALLERLAB Bylaws to be a 2/3 majority of the membership voting.

As mentioned, it is typical for Not-for-Profit Public Benefit Corporations that have members aside from the board to also have a requirement of a 2/3 majority of the membership approve any amendments to the corporation's bylaws. This is because the Bylaws are a fundamental constitution for the organization and any change should require a significant majority of votes by the membership. There is a long and substantial body of parliamentary writing, thought, and procedures for Not-For-Profit Public Benefit Organizations, which supports requiring a 2/3 majority to amend bylaws. The following are several examples that provide the reasoning for the proposed change:

Related to Roberts Rules of Order and Bylaws Amendment:

In amending a previously adopted bylaws make sure that the rights of all members continue to be protected. The surest way to provide this protection is to prevent the bylaws from being changed without first giving every member an opportunity to weigh in on a change. Bylaws should never be changed as long as a minority of greater than 1/3 disagree with the proposal. Always specify in your bylaws that the exact requirements for amendment. You should at the very least require a 2/3 majority vote and previous notice to make any change in your bylaws.

Common Rules for Amending Bylaws of an Organization:

One of the most important things a bylaw amendment process will outline is the number of votes required to make the bylaw change valid. **It is commonplace for bylaw amendments to require at least a 2/3 majority to be passed**, and if at least 1/3 of the voting membership disagrees with the amendment, it should not be passed. Although this may seem like a high number of approval votes required (or a low amount of disapproval votes required) to pass or not pass the bylaw amendment, there is good reasoning for it. **Because the bylaws are an agreement as to how an organization will be run, amending them amends the agreement that everyone has already agreed to, so it is important that the changes are clear and that most people are on-board with the changes.** <https://yourbusiness.azcentral.com/rules-amending-bylaws-organization-22390.html>

AN OUTLINE OF BASIC PARLIAMENTARY PROCEDURE Prepared by Douglas N. Case Parliamentary Authority: Robert's Rules of Order, Newly Revised, Twelfth Edition, 2020.

Rules Governing an Organization State and Federal Law - governing corporations, tax-exempt organizations, public legislative bodies, etc. Articles of Incorporation - applicable to corporations Governing Documents of Parent Organizations - applicable to chapters, affiliates, etc. of larger organizations

- A. Local Constitution and Bylaws - defines the organization's basic structure and fundamental rules. Normally requires a 2/3 vote and prior notice for amendment and are not subject to suspension.
- B. Standing Rules - operating procedures consistent with all of the above. Normally can be amended by majority vote at any business meeting and can be suspended.
- C. Rules of Order - parliamentary authority, superseded by any of the above that conflict. Precedent and Custom - apply when there are no written rules governing a situation

From Robert's Rules of Order for Dummies:

In amending a previously adopted bylaw, make sure that the rights of all members continue to be protected. The surest way to provide this protection is to prevent bylaws from being changed without first giving every member an opportunity to weigh in on a change. And **bylaws should never be changed as long as a minority greater than one-third disagrees with the proposal.** Translation: A change in bylaws should require at least a 2/3 majority vote.

From Article 5. Bylaws [5110-5153] California Code:

(e) The bylaws may require for any and all corporate actions (except as provided in paragraphs (1) and (2) of subdivision (a) of Section 5222, subdivision (c) of Section 5616, and Section 6610, the vote of a larger proportion of, or all of the members or members of any class, unit or grouping of members, or the vote of a larger proportion of, or all of the directors, than is otherwise required by this part. Such a provision in the bylaws requiring such greater vote shall not be altered, amended, or repealed except by such a greater vote, unless otherwise provided by these bylaws. Translation: The bylaws may specify that a

vote of more than a simple majority is required on specific action. For example, most not for profit public benefit corporations that have members beyond the board, require 2/3 vote for amending the bylaws.

From ARTICLE 1. Title and Purposes [5110 - 5111] California Code:

(Article 1 added by Stats. 1978, Ch. 567.) 5110. This part shall be known and may be cited the bylaws as the Nonprofit Public Benefit Corporation Law.

Article 5. Bylaws [5110-5153] California Code

- (a) The bylaws may require for any and all corporate actions (except as provided in paragraphs (1) and (2) of subdivision (a) of Section 5222, subdivision (c) of Section 5616, and Section 6610, the vote of a larger proportion of, or all of the members or members of any class, unit or grouping of members, or the vote of a larger proportion of, or all of the directors, than is otherwise required by this part. Such a provision in the bylaws requiring such greater vote shall not be altered, amended, or repealed except by such a greater vote, unless otherwise provided by these bylaws.

Translation: The bylaws may specify that a vote of more than a simple majority is required on specific action. For example, most not for profit public benefit corporations that have members beyond the board, require 2/3 vote for amending the bylaws as is reflected in Roberts Rules. The primary example often cited is that to amend the constitution a 2/3 majority is required in both house of congress, and approval by 3/4 of the states, while to pass most bills the requirement is a simple majority.

Comparison to United States Constitution:

The primary example often cited in requiring a 2/3 majority to change an organization's bylaws is that to amend the United States Constitution a 2/3 majority is required in both houses of congress, while to pass a bill the requirement is a simple majority. In addition it is required that a 3/4 majority of states approve amendments.

Current CALLERLAB Bylaws have Precedents of Requirements for a 2/3 Majority Vote:

1. CALLERLAB currently requires a 2/3 vote of the BOG to expel a member.
2. CALLERLAB currently requires a 2/3 vote of the BOG to remove a Governor or Officer.

This resolution would add that in order to amend the Bylaws a 2/3 majority would be required. It would not impact any other areas of voting. For the vast majority of daily business a simple majority would remain. However for a major change in the Bylaws, which would have a significant material and important impact on the organization, a 2/3 majority would be required. Again it is commonplace for organizations like CALLERLAB and strongly supported by parliamentary writings on bylaws for Not-For-Profit Public Benefit Organizations.

Resolution

Based on the forgoing, the following resolution is presented to the Membership of CALLERLAB:

Whereas: Bylaws are a foundational compact between the members and the leadership of a Not-for-Profit Public Benefit Organization and as such should have a rigorous requirement for change, and

Whereas: Requiring a 2/3 vote of the voting membership to amend the Bylaws meets such a level of rigor, and

Whereas: Requiring a 2/3 majority to change the Bylaws of a Not-for-Profit Public Benefit Corporation is the common choice of such organizations, and

Whereas: A 2/3 majority is highly recommended by a significant body of parliamentary writing, thought, and procedures for such organizations, and

Whereas: It is a reasonable choice to make this modification now as the CALLERLAB Bylaws are being revised and updated, and

Whereas: This change is in the best interests of the membership, leadership, and the organization as a whole,

Therefore: Be it resolved that the CALLERLAB Bylaws amended to read as follows:

ARTICLE X (proposed revised Bylaws)/ARTICLE VII (CURRENT Bylaws) AMENDMENT OF BYLAWS

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Section 2. Amendment by the Board of Governors

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This resolution is submitted in good faith to the Membership of CALLERLAB by Harlan Kerr and is seconded and supported by Vernon Jones on Decmber27, 2022

Harlan Kerr
Vernon Jones