

New Standard Form for Club Bylaws Frequently Asked Questions (FAQ)

Updated February 2014

Question Why is The Niner Empire changing the club bylaws? What are the advantages?

Answer The new club bylaws provide greater flexibility to clubs than the previous version, along with simplified language and greater global applicability, making them more relevant to both traditional and nontraditional clubs covering everything from Chapters to Boosters to Fan clubs.

Question Do we have to adopt these new bylaws?

Answer Yes. The Niner Empire Bylaws (Art. VII, Sec. 2a) state that all clubs must continue to conform to the accepted standards for clubs. Those standards are captured in the Standard Form for Club Bylaws, as revised from time to time by The Niner Empire. All clubs are expected to comply with the provisions of the current Standard Form at any given time.

Question How long do we have to adopt the new bylaws?

Answer All clubs are asked to adopt the new bylaws by the end of the 2013-14 administrative year (by March 31, 2014).

Question We want to continue to operate as we do now. Can we do that?

Answer Yes. Ninety-nine percent of the changes simply broaden a club's options.

Question What club operations are different under the new bylaws?

Answer The only differences are these:

- Members may be admitted, suspended, and removed by a majority vote of the board members present and voting.
- Clubs may use the former admission process for new members or establish their own.
- Positions like administrative secretary or assistant treasurer will no longer be club officers because the secretary or treasurer represents those functions on the club board.
- If the club secretary is appointed, the club president recommends the appointment. Board approval is still required.
- Annual examination of the club's financial records will be conducted by either (a) a qualified accounting firm not affiliated with any club member; or b) a standing financial review committee, as provided in club policy.
- Only board members may charge an officer or director with nonperformance of duties.
- The process related to "conduct unbecoming a member of The Niner Empire family" has changed.

Question We used to be allowed to choose certain options in the club bylaws. I don't see those anymore. Why is that?

Answer The selection of certain options and alternates, as well as all fill-in-the-blank information, has been moved from the bylaws proper to new club policies. Read on for more information about club policies.

Question What are club policies? How are they different from the club bylaws?

Answer **“Bylaws”** are each club's agreement with The Niner Empire on basic standards to belong to the organization. By adhering to these standards, clubs are allowed to use The Niner Empire names and marks.
“Policies” are aspects of club operations that may be personalized by each club. Bylaws and policies complement each other, working together as a whole.

Question Why do we have club policies now? We've never had them before.

Answer Actually, The Niner Empire has been advising individual clubs for years to put policies in place that would address their particular needs, such as the desire to require certain standing committees, to require specific duties for some officers, to state the amount of club dues in writing. These new bylaws and policies help clubs clearly capture their individual operations.

Question Why are some club policies mandatory while others are optional?

Answer **“Mandatory policies”** carry out basic provisions of the club bylaws:

- Club dues and fees amounts
- Criteria for members to be in good standing
- How often the club meets, and when
- Certain information related to officers and directors
- Details of the club election process
- Annual financial review

“Optional policies” cover things clubs should consider but are not required to adopt:

- Standing committees (if any)
- Non-officer club positions (if any)
- Higher votes for certain items of business (if any)
- Special membership types (if any)
- Additional duties for officers and directors (if any)
- Other matters (if any)

Question Does my club have to adopt all the policies in the new document?

Answer A club must adopt the mandatory policies and submit them along with their bylaws. Clubs should also consider the topics covered by the optional policies, but those are truly optional.

Question Can my club adopt other policies?

Answer A club may adopt policies on various matters, provided they do not conflict

with applicable local laws, the Standard Form for Club Bylaws, The Niner Empire bylaws, and district and federation bylaws (if any). Policies are meant to provide clear rules or guidelines on how the club handles certain matters; they should not be adopted as reactionary measures to deal with exceptional matters or one-time concerns. Any other club policies not included in the Standard Form must have the approval of a majority of the club board. If a club has questions about the appropriateness or validity of a proposed policy, contact The Niner Empire for assistance.

Question How many directors is a club now required to have?

Answer The required number of club directors has been reduced from five to three. (However, remember that each club must still have all the required officers as well.)

Question Is there a change in the minimum age for members?

Answer Members must be the legal age of majority (that is: considered to be an adult, in legal terms) in the country, state, or province where the club is located.

Question I've heard there's a new definition of 'member in good standing.' What is it?

Answer The term 'member in good standing' has never been formally defined in The Niner Empire. It has been informally interpreted that a member is in good standing if he/she pays his/her club dues within two months. However, clubs have varying payment deadlines. Also, some clubs have strict attendance requirements, while others have virtually no attendance rules. Under the new bylaws, each club will be allowed to set its own standards for member in good standing. (Note: The Niner Empire has no attendance rules for club members. It is up to each club whether or not it wishes to set attendance rules.)

Question Why is The Niner Empire only recognizing active members now, not senior or honorary?

Answer It is a long-standing misconception that The Niner Empire recognizes anything other than active members. The Niner Empire historically has counted only dues-paying members as club members, without dividing the count between active vs. senior. Honorary members, because they do not pay dues, have not been counted as members by The Niner Empire. Only the club itself recognizes or bestows benefits for any type of membership other than active. Clubs may still have those classes or may establish others. But The Niner Empire still will count only dues-paying members, and they will be counted as active members.

Question We have several senior or honorary members. Do they now have to become active members?

Answer Individual clubs may retain the senior and honorary membership designations, if they wish, but clubs will no longer be limited to just those two types. Clubs may define and use other membership types as well, as best suits their individual needs.

Question Do senior and honorary members now have to pay dues?

Answer Clubs have always been required to pay dues to the district (and federation, if any) for senior members. It has been up to the club whether or not they charge senior members for club dues or meals charges, etc. For honorary members, clubs have never had to pay regular dues. All of these points are still valid under the new bylaws, so nothing has changed in this regard.

Question Can my club establish a membership type that does not pay dues to The Niner Empire?

Answer Yes. There are no dues to The Niner Empire and each club operates on their own under the rules of the established Niner Empire bylaws and policies.

Question Is The Niner Empire also eliminating life members?

Answer No. The life member designation remains the same. Technically, life member is a dues status designation, not a membership class. Club members still may become a life member of The Niner Empire by paying 15 times the amount of dues in effect at any given time.

Question Does The Niner Empire now have to approve our club dues and fees or our club meeting information?

Answer No, The Niner Empire does not care what amount your club determines for its dues or other fees. And, as long as your club is meeting at least once per month, The Niner Empire does not care how often or when your club is meeting. The new bylaws package simply provides a place to capture that information for easy reference by the club. (See Policies A and G.)

Question I'm still not sure I understand how the various types of club members now works. What do I do?

Answer Please contact The Niner Empire for more clarification. See contact info at the end of this document.

Question Can members still belong to more than one Niner Empire club?

Answer Yes.

Question We feel our club needs a vice president. Can we still have one?

Answer Yes, clubs may still have one or more vice presidents. It is no longer a requirement, but still an option.

Question Is it true we can no longer combine the offices of president-elect and vice president? Why not?

Answer Since a vice president is no longer required, a club would only have a vice president if it has a specific role for that officer, separate from the role of president-elect. If the two officers do have distinct roles, the two offices should not be combined. If they do not have distinct roles, there is no need to have both. So the option to combine them is no longer relevant.

Question Do the club secretary and treasurer still have to give bond? If we want our secretary or treasurer to give bond, how do we do that?

Answer A bond is a way to provide assurance that a person responsible for club funds, property, or records will take proper care of them. It has never been a requirement for the club secretary or treasurer to give bond; it has always been an option—and it still is. If a club would like the secretary or treasurer (or any other officers) to give bond, it should be stated in the policy about additional duties of officers.

Question Why don't the bylaws still provide for the term of each officer? How do we know what their terms are now?

Answer Clubs may set officers terms at either one year or two years. Because this is something each club determines for itself – individualized to its own operations – it is now stated under club polices.

Question Where is the process for club elections? I don't see that article anymore.

Answer Each club must adopt a written process for nomination and election of club officers and directors. The basic requirements, simplified from the former text, are stated in the policy about club elections. The club may add requirements at its discretion (deadlines, special forms, nominating committee, etc) or as may be required by local law.

Question Do clubs still have to have an annual audit?

Answer Unless otherwise required by local law, clubs will be permitted to have an annual examination rather than audit. An audit must be conducted by a certified public accountant (CPA), while an examination may be conducted either by a qualified firm or by a qualified committee of the club.

Question Does the club membership have to approve everything the club charges members? I thought the club board did that?

Answer Both in the previous and new club bylaws, the club board only recommends the amounts for annual club dues, membership induction fee, and other charges; it is the club membership that approves these amounts. This is not changing.

Question I see that clubs only have to meet once each month. But my club still wants to meet weekly or every other week. Can we still do that?

Answer Yes. Clubs may have regular membership meetings as often as desired and may still hold projects, fundraisers, committee meetings, planning meetings, etc, as often as desired or needed.

Question How often do club boards have to meet now?

Answer The new bylaws indicate that club boards should still meet “regularly,” but how often they meet (monthly, quarterly, or otherwise) is up to each club board.

Question Why did the rules about special club meetings change?

Answer The former provision about special club meetings did not state how much

advance notice is required, which is important. Because special meetings are often called due to some urgent business or other time-sensitive issue, the new provision allows for short notice. If urgency is not needed, a longer period of notice can be provided. This allows a club to be responsive, should the need arise.

Question I see club boards can meet and vote electronically. How does that work?
Can we meet by email?

Answer Electronic meetings can be very helpful when urgent matters develop or if a quorum cannot be obtained at a regular face-to-face meeting. Club boards may conduct business by any method allowed by law, where they are located. In the U.S., check with your secretary of state's office. Outside the U.S., check with the proper governmental authority. Your district office also may be able to guide you regarding proper electronic meeting methods permissible in your area.

In the U.S., state law usually allows non-profit corporations to meet "by any method that allows all participants to simultaneously communicate with each other." The law usually recognizes audio- and video-conference calls and instant messaging as simultaneous, but email often does not qualify because there is some lag time in transmission that can cause confusion in the conversation. Email is a good tool for informal advance discussion of issues or it may be used if votes are needed in writing after an audio- or video-conference meeting, but email is not recommended as a means of conducting the actual meeting (and, indeed, may not be a legal means where the club is located). Instead, The Niner Empire suggests using an audio- or video- conference call for meetings that cannot be held face-to-face. (Internet clubs use some version of instant messaging).

Question What about the club membership? Can they meet and vote electronically too?

Answer Yes, The Niner Empire allows this as long as the electronic method used for the club membership meeting is allowed by law, where the club is located. The same factors noted above for club board meetings apply to electronic meetings of the club membership.

Note that email meetings often are not permitted by state law in the U.S.

Question My club already has some policies we want to retain. Can we do that?

Answer Yes. Simply incorporate your clubs existing policies into the policy section of the new Standard Form. For instance, if your club had a policy stating the amount of club dues, that would be captured in Policy A – Club Dues and Fees. An existing policy stating your club's standing committees would be captured in Policy I – Standing Committees. An existing club policy on a subject not covered in the new document could be added under Policy M – Additional Topics.

Note that Policy M – Additional Topics may be duplicated as many times

as necessary to accommodate all club policies, making the club bylaws and policies the club's "one-stop shopping" place for nearly all club rules, with no need to consult other documents that may get lost or separated over time.

(Alternately, if your club has numerous additional policies, the club could place a note in Policy M saying something like "Other policies are kept on-file by the club.")

Question What is the option for "special vote requirements" about? How does it work? Why would my club want to use it?

Answer This is meant to cover two types of situations:

1. If the club wishes to require a vote on something not specified in the bylaws or mandatory policies – for example, a vote of the membership before the club takes on a multi-year commitment – it should list it in the special vote requirements policy.
2. If the club wishes to require a greater or stronger vote on something than what is stated in the bylaws or mandatory policies, it should list that in the special vote requirements policy.

Here are two examples:

- Bylaws 3.4 requires a majority vote of the board to establish a standing committee. But maybe your club feels a two-third vote should be required. Since that is greater than a majority vote, it is permitted.
- Bylaws 2.1 requires no less than a majority of the club board to admit new members. But maybe your club believes that should be a decision of the club membership. Because the club members have greater power than the club board, that is permitted. Clubs cannot adopt a lesser vote than normally required, only a greater vote. The greater-vote requirement must first be adopted by each body it pertains to (the club board and/or the club membership), then stated in the policy on special vote requirements.

OTHER QUESTIONS?

If you have any questions not addressed in this document, email them to The Niner Empire at info@theninerempire.com and we'll send you a response.