



## Bylaws, Rules, Policies — What's the Difference?

There is often confusion on what should be in the bylaws, standing rules, and policies. Definitions and examples of various rules may be helpful to an organization in sorting these out. Let's start with the highest level.

### Corporate Charter/Articles of Incorporation

This is a legal instrument that gives the name and object of an organization and whatever other information is needed for incorporating the local group under the laws of a particular state. The national LWML is incorporated in the state of Missouri. LWML districts may be incorporated. Nothing in other rules can conflict with the charter and changing it is a legal process.

"The name of this corporation shall be LUTHERAN WOMEN'S MISSIONARY LEAGUE (hereinafter referred to as LWML)."

### Constitution and/or Bylaws

Organizations used to have both a constitution and bylaws, with the constitution being harder to amend. Current practice is to have a combined document called the bylaws. The bylaws contain basic rules relating principally to itself as an organization, rather than to the parliamentary procedure that it follows. It includes all rules that the organization considers so important that they (a) cannot be changed without previous notice to the members and the vote of a specified large majority (usually two-thirds) and (b) cannot be suspended. Because they are intentionally difficult to change, the bylaws should include only the basic rules on how the organization functions.

"A convention for the purpose of transacting the business of the LWML shall be held biennially in the odd-numbered years."

"The Presidents Assembly shall be composed of the LWML President and the district presidents. The other members of the board of directors shall be advisory members, attending at the request of the President."

### Rules of Order

"The term *rules of order* refers to written rules of parliamentary procedure formally adopted by an assembly or an organization. Such rules relate to the orderly transaction of business in meetings and the duties of officers in that connection. The object of *rules of order* is to facilitate the smooth functioning of the assembly and to provide a firm basis for resolving questions of procedure that may arise." *Robert's Rules of Order Newly Revised (RONR) (12th ed.)* 2:14

Rules of order are based on the general nature of the parliamentary process, so there is little reason why most of these rules should not be the same in all ordinary organizations. This is why an organization adopts a parliamentary authority. In the case of LWML and most other groups, this is the current edition of *Robert's Rules of Order Newly Revised*. Rules of order, except for those relating to fundamental principles of parliamentary law, can be suspended by a two-thirds vote.

“The motions to *Rescind* and to *Amend Something Previously Adopted* ...require (a) a two-thirds vote, (b) a majority vote when notice of intent to make the motion, stating the complete substance of the proposed change, has been given at the previous meeting within the quarterly time interval or in the call of the present meeting, or (c) a vote of a majority of the entire membership — any one of which will suffice.” *RONR (12<sup>th</sup> ed.)* 35:2

### **Standing Rules/Policies**

Standing rules are rules (1) which are related to the details of the administration of an organization rather than to parliamentary procedure and (2) which can be adopted or changed upon the same conditions as any ordinary act of the organization. Standing rules, sometimes called policies, are generally adopted by majority vote if and when the need arises. Standing rules should be printed under a separate heading following the bylaws. Standing rules can be suspended for the duration of a meeting or rescinded or amended by the body that adopted them. In LWML, some standing rules have been adopted by a convention body.

“The offering received at the convention Communion Service shall be designated as a contribution to the mission goal of the LWML.” (LWML Standing Rule #2)

Other standing rules are adopted by the board of directors or executive committee of the LWML, district, or zone.

“Convention theme must be approved by the board of directors.”

“If the total mission goal for the biennium has been met, the mites in excess of the goal shall be applied toward the adopted mission goal for the following biennium.”

“The editor of the district publication will decide when to publish the news articles sent in.”

“Each zone is financially responsible for their Young Woman Representative’s expenses at the district convention.”

### **Procedures**

Procedures are how something is done, including the details of duties and responsibilities of an office. These are guides for the officers and committees on how to carry out these duties and responsibilities and are especially helpful for newly elected or appointed personnel. They are usually compiled in a leaders or procedures manual and reviewed regularly.

“The Mission Grants Committee Chairman sends the criteria and deadline for submitting grant requests to each group by January 31 of the even-numbered years.”

“The secretary sends the Zoom link to all board members 10 days before the meeting.”

LWML Structure Committee  
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