



BYLAW FAQs

We get it. Bylaws aren't glamorous. But they are important! Strong bylaws provide a critical framework for a healthy and thriving organization. From the end of 2020 through the beginning of 2021, the Governance & Nominations Committee (GNC) has done the dirty work of digging deeply into the last approved version of the Bylaws (Spring 2020) and rewritten them to reflect the needs of WACAC's future.

Many of you will just trust the work of the members of the GNC and you'll vote to approve. But what if you have questions? Well, read on. The GNC has answers!

What are bylaws?

A legally binding, primary governing document that establishes the organization's management structure, procedures, and dispute resolution process.

Why do we have them?

NACAC requires that Affiliates have bylaws. We must name that we are a 501(c) (3) non-profit, that we represent a specific geographic territory, and include a host of other information about member categories, officers, delegates, dues, voting, and so forth.

Are there standards or best practices for bylaws?

Yes! The best bylaws provide a basic structure for operation. They are minimal, flexible, accurate, broad, and have had legal review.

What best practices guided the revisions?

NACAC Governance staff conducted the initial review, with additional best practice guidance from non-profit strategic consultant Lois Schoenbrun, and strict compliance with California state non-profit law.

Why are the bylaws being revised?

In the aftermath of the Department of Justice investigation into NACAC's Code of Ethics and Professional Practices, NACAC advised all affiliates to conduct a review of their individual bylaws. Upon engaging in this process, Western leadership discovered that a legal review of our bylaws was also long overdue.

WACAC's bylaws have been revised with three guiding principles:

- **Clarity:** The revised bylaws have clear organization, consistent nomenclature, and are free of excessive detail better suited for an organizational manual. (More on this below.)
- **Compliance:** Our new document complies with current California non-profit law, legal best practices, NACAC guidelines, and post-DOJ investigation requirements.
- **COVID-19:** The pandemic has forced all organizations reliant on in-person events to alter governing documents, decoupling business activity from in-person gatherings.

What happened to the removed sections labeled "excessive detail?"

The new WACAC Policies and Procedures Manual (PPM) combines removed bylaw details (i.e. Committee Chair duties, committee purposes and goals, employee information), the Fiscal Policy Handbook, and other Executive Board items into one guiding document.

Bylaws should represent *only* the items that are foundational to an organization and should be more difficult to amend. Organizational manuals are more flexible, in that they can be revised and amended internally by the Board. In short, nothing fundamental about WACAC policies and procedures is changing; some are simply moving to more appropriate locations.

Why are members not seeing the redlined changes in detail?

Because there are literally hundreds of them! The bylaws have gone through multiple drafts over the past few months, so providing a comprehensive tally of the changes would be impractical. GNC considers these refreshed bylaws to be essentially a new document, and is thus asking for an up or down vote on the new version as a whole.

Who has approved WACAC’s revised bylaws?

- NACAC Governance Staff
- The law firm of Spertus, Landes & Umhofer, LLP (Los Angeles, CA)
- WACAC Executive Board
- WACAC Governance & Nominations Committee

How did GNC create the final version approved by the Executive Board?

It was a nuanced and multi-step process. GNC started with the original 2019 version that was redlined by NACAC to remove sections no longer permitted by the DOJ, and those deemed to have “excessive detail” outside of bylaw best practices. The document was then reviewed by WACAC’s legal counsel to ensure it meets all California non-profit requirements. From there, GNC sought guidance from Pacific Northwest ACAC leadership, the only affiliate at that time to have completed this process. Finally, focused on clarity, compliance, and COVID-19, we reviewed the document line by line over a period of several weeks, and held meetings to approve all final changes as a committee.

What if I have an additional question?

We’ve created [a form](#) just for that. Ask away!

GLOSSARY OF TERMS

ASSEMBLY DELEGATE: Delegate to the NACAC National Assembly, elected by the NACAC voting members within WACAC

COMMITTEE CHAIR: Appointed leader of a WACAC Standing Committee

DIRECTOR: Any member of the Executive Board

EXECUTIVE BOARD: Provides direction and sets policies for the organization. Includes elected members (President, President-Elect, Immediate Past-President, Treasurer, Secretary, and National Assembly Delegates) and well as Committee Chairs and Chairs-Elect (appointed by the Presidential Trio). WACAC’s Executive Assistant and Tech Coordinators are Ex-Officio members

EXECUTIVE BOARD OFFICER: Leadership elected by voting members of WACAC: President, President-Elect, Past-President, Secretary, Treasurer

STANDING COMMITTEE: One of seventeen current committees that support the mission of the organization. Brief descriptions of each committee can be found at www.wacac.org/committees/