📄 BAA Governance & Bylaws Committee

Standard Operating Procedure (SOP)
Version 1.0 | Approved by the Executive Board: December 7, 2025
Committee Chair: Secretary Co-Chair: Parliamentarian

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1. Purpose

The Governance & Bylaws Committee safeguards the BAA's structural integrity, legitimacy, and long-term autonomy. Its work ensures the Association can:

- Operate with clarity and stability, even as strategic complexity increases;

- Manage procedural challenges or attempts at disruption;

- Navigate high-stakes negotiations with Denison from a place of organizational strength;

- Maintain compliance with the bylaws and **Robert's Rules of Order (Article XI)**;

- Build the governance infrastructure necessary to support long-term alumni engagement, endowment stewardship, and student success.

The Committee's primary responsibilities are to:

- Interpret ambiguous or undefined bylaw provisions consistent with organizational purpose;

- Develop policies and processes where the bylaws are silent;

- Recommend amendments when structural clarity or alignment is needed;

- Support the Executive Board by ensuring meetings, elections, and actions follow established governance standards.

This Committee functions as the BAA's internal governance engine and risk-management unit.

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2. Scope of Work

The Governance & Bylaws Committee is responsible for the following functions:

A. Bylaws Review & Amendment Work

- Conduct scheduled reviews of bylaws for outdated, ambiguous, or risky sections.
- Draft proposed amendments consistent with Article XII.
- Ensure notice and voting requirements are followed.

B. Governance Policies & Internal Procedures

Where bylaws are silent or ambiguous, the Committee creates internal policies for:

- Membership definition and membership roll structure (Article III alignment);

- Meeting procedures and rules of order (Article XI compliance);

- Elections process integrity (Article VIII);

- Committee operations and reporting;

- Executive Board onboarding, transitions, and expectations.

C. Role Clarification & Board Development

- Maintain clearly documented role descriptions, consistent with Article V
- Recommend processes for officer onboarding, offboarding, and governance education.

D. Risk Identification & Procedural Safeguards

- Identify governance vulnerabilities (membership ambiguity, procedural bottlenecks, unclear authority).
- Design meeting protocols to prevent procedural warfare.
- Develop governance shields for high-risk moments (elections, votes, amendments).

E. Research & Benchmarking

- Compare BAA governance structure with peer alumni organizations to strengthen legitimacy.

F. Strategic Governance Support

Support major organizational priorities that require governance clarity, including:

- Endowment governance strategy;

- Membership roll development;

- Standing committee structure and implementation.

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3. Committee Leadership & Roles

Committee Chair: Secretary

(Required by bylaws as an officer with primary responsibility for documentation, interpretation support, and governance record-keeping.)

Responsible for: - Leading bylaws interpretation and governance analysis; - Drafting amendments, policy documents, and governance recommendations; - Coordinating governance reviews with the Executive Board; Ensuring proper notice, documentation, and compliance with Articles III, IV, VIII, XI, and XII; - Maintaining authoritative governance records.

Committee Co-Chair: Parliamentarian

(Serves as procedural advisor and Robert’s Rules specialist.)

Responsible for: - Supporting interpretation of meeting procedures and rules of order; - Preparing meeting scripts, motions, and procedural guidance; - Assisting with elections per Article VIII; - Reviewing governance policies for alignment with Robert’s Rules; - Advising the Chair during governance reviews and amendment cycles. or Designee (Optional)** - Assists with drafting, research, policy organization, and document management; - Tracks tasks and deadlines in Asana; - Manages version control for governance documents.

Committee Members

Expected to: - Participate in policy and amendment reviews; - Take on tasks (no more than 1–2 monthly); - Support governance education and benchmarking; - Assist with membership roll processes when needed.

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4. Operating Principles

1. **Structure Before Speed:** Governance work should stabilize the Association and reduce ambiguity.
2. **Interpretation Before Amendment:** Use internal interpretation when permissible and appropriate.
3. **Documentation Is Mandatory:** Every interpretation, policy, and decision must be recorded and archived.

4. **RRO Compliance:** All governance recommendations must align with Robert's Rules unless the bylaws supersede.
5. **Consistency Over Complexity:** Governance tools must be simple enough for a volunteer-led, geographically distributed membership organization to use reliably
6. **Strategic Alignment:** Governance work supports the BAA vision, goals, and long-term autonomy.

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5. Standard Workflows

5.1 Bylaws Review Cycle

Timeline: Twice per year or triggered by an issue.

Steps: 1. Identify ambiguous, outdated, or risky bylaw sections. 2. Conduct benchmarking and legal/peer review as appropriate. 3. Draft interpretation notes or amendment proposals. 4. Chair confers with President for strategic alignment. 5. Executive Board reviews and votes on recommended action. 6. If amending, execute Article XII amendment process.

5.2 Governance Policy Creation Workflow

Used when bylaws are silent or ambiguous.

1. Identify the governance gap.
2. Draft an internal policy consistent with bylaws and RRO.
3. Committee reviews and revises.
4. Executive Board adopts policy.
5. Archive final document in Governance Repository.

5.3 Elections Protocol Workflow

Critical due to high governance risk.

1. Review Article VIII to confirm compliance.
2. Draft an Elections Packet (timeline, rules, eligibility standards, dispute procedures).
3. Verify notice, eligibility, and voting procedures.
4. Prepare meeting script for presiding officers.
5. Archive all documentation post-election.

5.4 Meeting Governance Support

To maintain order and prevent procedural disruptions.

Steps: 1. Prepare a Governance Brief before each general meeting. 2. Draft motions, scripts, and anticipated rulings. 3. Support presiding officer during meeting. 4. Document procedural issues for follow-up.

5.5 Membership Roll Development Workflow

Supports legitimacy and amendment compliance (Article XII).

Steps: 1. Draft membership definition aligned with Article III. 2. Develop registration and intake process. 3. Collect and verify eligibility data. 4. Maintain roll with periodic updates. 5. Provide quarterly reports to Executive Board.

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6. Meeting Schedule

- Monthly (75 minutes) Committee Meeting via Zoom.
- Additional meetings during election cycles or amendment periods.

Standard Agenda: 1. Governance updates and risk review. 2. Bylaws interpretation issues. 3. Policy drafts in progress. 4. Meeting governance preparation. 5. Asana task review. 6. Document control and archiving.

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7. Decision-Making Protocol

- **Chair** leads daily interpretation and drafting.
- **President** reviews policies and interpretations with strategic or external implications.
- **Executive Board** approves:
  - Amendments before submission to membership,
  - Governance policies,
  - Interpretations with major strategic consequences.

No governance policy becomes official without Executive Board approval.

8. Tools & Platforms

- **Google Drive:** Governance repository and archives.
- **Asana:** Tasks, workflows, version tracking.
- **Google Docs:** Drafts and shared reviews.
- **Zoom:** Committee meetings.
- **Email:** Compliance with amendment notices and formal communication.

All materials must follow BAA naming conventions and folder structures.

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9. Annual Deliverables

Required

- Two bylaws review cycles.
- Elections Packet and process updates (biennial).
- Annual governance risk assessment.
- Updated membership roll.
- Governance briefing for each general meeting.

Optional (as capacity grows)

- Succession planning framework.
- Officer onboarding packet.
- Comprehensive Governance Handbook.

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10. Evaluation & Metrics

Light-touch indicators of governance health: - Timeliness and quality of governance deliverables. - Smoothness of meetings with minimal procedural disruptions. - Accuracy and stability of the membership roll. - Documentation completeness and archival quality. - Number of governance issues resolved.

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11. Document Control

SOP Version: 1.0
Prepared By: Parliamentarian & President
Approved By: Executive Board
Next Review: 12 months from approval