
Implementing Bylaws

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Bylaws are usually the last of the formal shared governance activities directly related to implementing shared governance. Many organizations begin with formatting the bylaws and let them provide the direction and guidelines for the implementation of shared governance. The problem with this approach is that bylaws are generally descriptive tools, describing what is already in place in the organization. When they are used as developmental tools, they are continually revised and take up valuable time that should really be spent in developmental work. Sometimes developing bylaws can even serve as a diversionary tactic during tough times in implementation when "hot issues" need to be addressed directly and it is not safe to do so for whatever reason. Focusing on bylaws, however, never resolved an issue that needed dialogue and group effort to confront directly.

It is usually wiser to use a developmental plan for the process of implementation instead of bylaws. To do so more directly addresses the process and helps keep the concept and content of bylaws free of the controversies associated with development. Bylaws are best used when they describe what is already in place and provide a framework for understanding and managing the shared governance process.

Generally the ExC constructs and manages the bylaws (see Chapter 8 in **Implementing Shared Governance**). Since they are responsible for maintaining the integrity of the system and ensuring that the system operates as it should, they are most often the formulators and controllers of the bylaws. Once the bylaws are formulated, the ExC must approve any staff request for a bylaws change before it can go to the staff annual meeting for general vote of approval. This provides checks and balances to assure the bylaws are not arbitrarily changed or altered by individual members or groups of members of the staff without a rational review of how they affect the integrity of the professional organization and how they affect the way it does its work.

Bylaws are essential because they more adequately and professionally define the relationships and operational characteristics of a professional group in a way different from a vocational or technical work group in the organization. Bylaws indicate that the discipline recognizes the inherent ownership of its work and the aggregate obligation the profession has to serve the public in its unique manner consistent with the law and social mandate that is reflected in their accountability. The bylaws should express this reality and give evidence of it in the way in which they are constructed. Both the public and the institution have a right to expect that the best interests of the service receiver are addressed within the resource constraints of the service setting.

Bylaws should also be thorough in their presentation of how the professional organization operates. As more of the professional disciplines are drawn into shared governance approaches, there will be less need for divisional bylaws that

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are exclusive in their coverage and a greater need for inclusive bylaws that address the corporate professional relations in the organization with specified rules and regulations for each of the disciplines. This concern, however, is some distance away. Usually, few disciplines begin the shared governance process and are therefore formative in their efforts. Usually it is the nursing service that most often begins the process of implementation with other professional services beginning at a later date. It will be some years in most institutions before the need for an aggregate approach to professional bylaws emerge in more than a very few settings.

ELEMENTS OF THE BYLAWS

Bylaws' articles are fairly generic and consistent in all professional organizations or bodies. Shared governance bylaws are very similar in this regard. The articles compose the main delineators and provide the format for the sections and subsections of the bylaws format.

Major articles usually fall into the following categories (see sample bylaws in Appendix F):

Article 1

Preamble

- Section 1—Purpose of the bylaws
- Section 2—Definition of practice
- Section 3—Conceptual basis for practice
- Section 4—Philosophy of the discipline
- Section 4—Purpose of the discipline
- Section 5—Critical objectives of the service

Article 2

Role of the Professional

- Section 1—Role of the discipline
- Section 2—Role of the member
- Section 3—Professional expectations

Article 3

Major Clinical Services

- Section 1—Major clinical services
- Section 2—Organization of the services
- Section 3—Disciplines covered by these bylaws

Article 4

Professional Staff Membership

- Section 1—Definition of membership
- Section 2—Definition of the professional staff
- Section 3—Conditions of and duration of appointment to the professional staff
- Section 4—Eligibility for appointment to the professional staff
- Section 5—Other categories of appointment
- Section 6—Provisional appointment process
- Section 7—Credentials review process
- Section 8—Rejection of appointment of candidate by the professional staff
- Section 9—Appeals process related to failure to be appointed to professional staff

Article 5

Governance Structure of the Professional Staff

- Section 1—Definition of the governance bodies, (councils)
- Section 2—Membership on governance body

- Section 3—Role of each body
- Section 4—Responsibility of governance body members
- Section 5—Responsibility of the governance body chair
- Section 6—Role and function of the Executive Body
- Section 7—Meeting time and format of governance bodies
- Section 8—Section of governance body members
- Section 9—Service and tenure of governance body members

Article 6

Discipline, Appeals, Advancement, Performance Review, and Removal from the Professional Staff

- Section 1—Disciplinary action process
- Section 2—Professional appeals process
- Section 3—Review process for advancement
- Section 4—Performance review processes
- Section 5—Procedure for removal from the professional staff

Article 7

Coordination of the Professional Staff and Management of the Clinical Service

- Section 1—Role of management in the professional organization
- Section 2—Role of the service executive in the professional organization
- Section 3—Coordination of the executive and governance functions in the professional organization
- Section 4—Role, time, and function of the quarterly professional staff meetings
- Section 5—Role, time, and function of the annual professional staff meeting

Article 8

Bylaw Revision

- Section 1—Articles
- Section 2—Executive body control
- Section 3—Revision
- Section 4—Amendments
- Section 5—Annual review

Article 9

Rules and Regulations

- Section 1—Professional rules
- Section 2—Service rules and regulations
- Section 3—Governance body approval of rules and regulations

Article 10

Adoption of the Bylaws

The above items of the bylaws will contain the specific information related to the operation of the professional staff and the organization. All of the elements of the coordination of a professional body in an institution and a work group are included in the articles and sections of the bylaws. There are no standard inclusions in the sections of the bylaws. Each organization must represent its unique approach and model in the descriptors incorporated in the bylaws.

The bylaws should be as detailed and complete as possible. They should briefly but thoroughly cover the key operational and governance issues affecting the smooth and efficient operation of the professional organization. They are a challenge to construct. It is sometimes difficult to adequately and concisely describe the meaning and nuances of the professional staff and organization. Relationships and accountability, however, depend on the accuracy and thoroughness of the contents of the bylaws. Remember also that every member of the staff and management of the organization will use the bylaws as the operational and relational

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guide for both operations and problem solving. Decision-making structures and strategies will reflect the accountabilities and functions that are articulated within the bylaws.

Bylaws construction takes 6 months to a year of focused work by the executive council or designated body. It is recommended that they be reviewed by an attorney for content, language, and a review of their implications within the existing body of employer-employee law (labor relations). It must be remembered, however, that you are writing a new script for organizing professional work and relationships in the work place: current law covering the work place may not be adequate to the new descriptors and relationships that emerge in creating a shared governance organizational system.

The bylaws should, when completed and approved by the staff and management of the professional organization, have the approval of the administration and board of the institution. As the staff enter into a new kind of relationship with the workplace and articulate it in the organizational structure and the bylaws, the corporate leadership has a right to participate in a review and approval of it within the context of their governance obligation for the system. With their approval, the bylaws then become an important part of the structure of the organization and now have the governance support of the board and administration of the organization. This commitment then represents the partnership between the institution and the professions that do the work of health care. It is this partnership that exemplifies the central value of the shared governance approach.

CHANGED CULTURE

Change of the kind outlined in this workbook will result in a significantly altered workplace and culture of work. The workplace will become much more dynamic and fluid, responding more easily to changing demands and changing structures. There results a much broader orientation to accountability and corporate responsibility, indeed, a stronger commitment to it. There is a stronger merger between the individual and the community of work with less differentiation than the present "us-them" framework. Increase in horizontal communication and decision making results in a higher level of ownership by all and increasing level of mutuality with regard to both work and relationships.

The demarcation between worker and manager, while still very clear, is less so by status than by role and accountability. The trust-based interaction of each with the other receives renewed emphasis and creates an understanding of the contributions of the other.

As indicated in this workbook and the text, **Implementing Shared Governance**, the processes associated with implementation of the shared governance concept are more vehicle than outcome. The shared governance process indicates a philosophy, an approach to work and relationships that builds a community committed to mutual processes and outcomes. These processes in shared governance reflect the value and trust necessary to real success instead of unilateral outcomes that may reflect economic viability for some at the expense of true social growth and enhancement in the quality of life of all the participants. In that effort, even the characteristics of shared governance outlined in this workbook and the accompanying text are subject to transformation and change. This is as it should be. The processes of our collective growth must reflect that growth in their own elements. In this way they facilitate our development instead of encouraging it at the outset only to impede it later on. The principles, however, remain the same. It is in emphasizing the principles of community, mutuality, and empowerment that shared governance takes its form. It is to that end this workbook is directed.