

## **MBA Bylaw Revision FAQ**

These revisions mark the final phase of the governance updates the MBA began in 2021. They not only bring those earlier governance changes fully into the bylaws, but also modernizes the bylaws to create a clear, streamlined governance document that protects member rights while moving procedural details into a Board-managed Policy Manual. This ensures the bylaws stay stable and easy to understand, while the Policy Manual allows flexibility for routine operational updates without requiring a full membership vote.

Key goals:

- Strengthen transparency and reduce confusion
- Align with nonprofit best practices and Wisconsin Statute Chapter 181
- Eliminate conflicting or outdated sections
- Preserve all member rights
- Improve clarity for members, staff, and future Board leaders

### **1. Why is the MBA revising its bylaws?**

The bylaws haven't been comprehensively updated in several years, and many sections contain outdated or overly detailed procedures. The goal of this revision is to modernize the bylaws, reduce redundancy, and ensure the document reflects how the Association operates today.

### **2. What is the overall goal of these revisions?**

To keep the bylaws focused on high-level governance while shifting detailed procedures to a flexible Policy Manual. This improves clarity, reduces conflict, and gives the Board the ability to update operational practices without requiring a full membership vote.

### **3. What stays in the bylaws?**

Core governance: name, jurisdiction, mission, member voting rights, Board/Officer structure, delegates, meetings, fiscal year, amendments, high-level dues authority, and rules of procedure.

### **4. What moves into the Policy Manual?**

Operational details: membership categories, committee duties, ethics enforcement, disciplinary procedures, dues processing, financial procedures, and communication methods.

### **5. Why move operational details out of the bylaws?**

Bylaws are meant to be stable. Operational items change more often and are better maintained by the Board through policy. This avoids conflicts and keeps the bylaws concise.

### **6. Will any member rights be reduced?**

No. Member rights—including voting rights—remain fully intact. The revisions do not reduce or restrict any category of membership.

### **7. Are dues changing?**

No. Dues authority remains with the Board as it does today. The details of how dues are billed or collected move to policy.

## **8. Are there changes to voting?**

No changes to core voting rights. Some clarifications are added, and electronic/hybrid methods are aligned with Wisconsin law.

## **9. How will ethics and disciplinary matters work?**

The Code of Ethics remains referenced in the bylaws, but detailed enforcement steps move to an Ethics & Dispute Resolution Policy.

## **10. What about committees?**

Committees remain authorized in the bylaws, but roles, duties, and composition move to a Committee Policy to allow flexibility.

## **11. Does this affect the relationship with NAHB or WBA?**

No. Provisions for delegates and dues pass-throughs remain unchanged.

## **12. Will this change how the Board operates?**

Only in clarity. Board structure, roles, and authority remain unchanged. Finance and committee duties are cleaned up and moved to policy.

## **13. Why eliminate duplicate or outdated sections?**

Over time, multiple articles conflicted or overlapped. These revisions eliminate redundancies and modernize the structure.

## **14. What happens next?**

Members will receive the proposed Restated Bylaws, a redline version, and supporting policies. A membership vote will follow with proper notice.

## **15. More Information**

If you'd like to talk through the changes or have questions, please connect with:

- Toby Van Sistine, Executive Officer
- Joe Meyer, MBA 2025 President