

VMRC SDAC INFO ONLY-

- WHAT ARE BYLAWS?
- WHY SHOULD AN ORGANIZATION HAVE BYLAWS?
- WHEN SHOULD BYLAWS BE WRITTEN?
- HOW DO YOU WRITE BYLAWS?

The other officers of the local neighborhood association were growing increasingly angry at Mimi, the treasurer. She had been missing a lot of meetings and several of the organization's bill payments had been made late. Jose, the association's vice president, finally spoke up one night at yet another officers' meeting from which Mimi was missing: "This is getting ridiculous. How many meetings does she have to miss before we can remove her from office?"

Bylaws, if they were written thoroughly, would tell the officers in the neighborhood association exactly how to handle their dilemma.

WHAT ARE BYLAWS?

Bylaws are the written rules that control the internal affairs of an organization. Bylaws generally define things like the group's official name, purpose, requirements for membership, officers' titles and responsibilities, how offices are to be assigned, how meetings should be conducted, and how often meetings will be held.

Bylaws also govern the way the group must function as well as the roles and responsibilities of its officers. They are essential in helping an organization map out its purpose and the practical day-to-day details of how it will go about its business. Bylaws serve as the legal guidelines of the organization, and the organization could be challenged in court for its actions if it violates them. For non-profits, at least, they often have to be filed with the Secretary of State of the state in which you're incorporated or registered.

Bylaws are also sometimes mistakenly called standard operating procedures or policies and procedures, but those are really different things, as they tend to govern day -to-day operations and don't have the force of law, which bylaws do.

WHY SHOULD AN ORGANIZATION HAVE BYLAWS?

Having bylaws can be helpful to almost any type of organization, regardless of size or purpose. Determining exactly how your organization is going to operate and

putting that down on paper can help keep things running smoothly, provide the answers to tough questions (like what to do about a difficult officer), save enormous amounts of time and deliberation, help you define your mission, or structure the organization to correspond to that mission.

Having bylaws is necessary if your organization wants to apply for nonprofit status.

Having bylaws helps keep your organization focused on its intended purpose by specifically defining that purpose.

WHEN SHOULD BYLAWS BE WRITTEN?

If your organization doesn't yet have bylaws, here are a few situations in which creating bylaws may be helpful:

- When you need clarification on how officers are elected, the organization's purpose, or other basic matters relating to how your group operates
- When your organization is undergoing a change in its purpose or the way it is run
- When you want to apply for nonprofit status

Some groups develop bylaws right at the start, but that is not always necessary, and should only be done if there is a clear need. It is often helpful to get started doing the work and then develop bylaws as needed.

HOW DO YOU WRITE BYLAWS?

Before you begin, think a bit about whether you really need bylaws and what purpose they will serve for your organization. For non-profit organizations, bylaws are actually a legal document that the organization is responsible for upholding. For organizations that provide direct service, bylaws usually don't apply to the organization as a whole; instead, they might delineate the board's powers as opposed to those of the Director. Towns work the same way: there are bylaws that specify what people can and can't do (just like state laws), but the various boards often have their own bylaws. So take some time to think about what the bylaws are for - the board? The organization as a whole? Once you have a good idea of the purpose of your bylaws, you can proceed with writing them.

GATHER EXAMPLES OF THE BYLAWS OF SIMILAR ORGANIZATIONS FOR REFERENCE

Seeing how other groups like yours have written their bylaws will be immensely helpful. Getting examples from several different groups will let you see a good range of styles and ideas. You shouldn't just copy another group's bylaws and then stick your organization's name in here and there, but other groups' bylaws can make a good rough guide.

DECIDE BY WHOM AND HOW THE BYLAWS WILL BE WRITTEN AND APPROVED

Will it be your board of directors, your officers, your steering committee, or some combination of these groups? Will you approve portions of the bylaws by consensus, or will each part have to be agreed upon unanimously? Before you start, know how you're going to make these decisions, and then choose one person to be in charge of writing up the first draft and making additional changes. If the bylaws are going to be long or complex, you might divide up the writing tasks, with each of two or more people writing particular sections.

WRITE A FIRST DRAFT OF YOUR BYLAWS

The group that will approve the bylaws should meet at least once to come up with a rough outline for the writer before writing begins. Depending on how much you already know about how your organization is going to operate, the first draft may be easy for one person to complete on his or her own or it may require you to meet as a group and work together. This is not the time to get into lengthy discussions about the particulars of the bylaws; instead, you should put together enough generally agreed-upon information for the writer to compose a first draft, and leave the specifics for later discussion.

When writing your first draft, you may find that filling in a general bylaws outline (such as the one included in Tools at the end of this section) is much easier than writing it from scratch. You can leave blanks on specific things you're not sure about; those can easily be filled in when you meet again as a group.

Below is a list of items that typically appear in bylaws. You may decide to alter this somewhat for your own purposes, so keep in mind that your bylaws don't necessarily have to be arranged in this order or include all of these components, and you may decide to add components of your own.

Article I. Name and purpose of the organization.

There should be no doubt as to the official name of your organization. If there are other names used to refer to your group (shortened versions that are easier to

say in casual conversation, for example), you might mention here that your group is also known as these names. The name of the organization is usually indicated in bylaws with the words, "This organization shall be known as" or "The official name of this organization is" as seen in the example below.

Clearly defining your group's purpose helps you keep your focus. Will the primary purpose be service, social, political, or something else? Is the organization focused on a single issue, a set of issues, a geographic area, or a specific population?

Example:

From the [bylaws of the Baylor University Faculty Senate](#):

Article I. Officers, Elections, and Duties.

Section 1. The elected officers of the Faculty Senate shall be the Chair, Chair-Elect, Secretary, and Publicity Officer, each elected annually from the Senate membership. The Chair shall appoint a Parliamentarian and such other officers as shall be deemed desirable.

Section 2. The officers shall be elected as follows:

On or before the regularly-scheduled April meeting of the Senate, the Chair shall appoint a Nominating Committee comprised of seven Senators. The Nominating Committee shall accept nominations and recommendations from members of the Senate, shall determine whether nominees will consent to serve if elected, and shall prepare a slate of candidates with at least one nominee for each position. Members of the Senate shall be advised of such slate of candidates with at least one nominee for each position. Members of the Senate shall be advised of such slate of candidates at least one week prior to the regularly-scheduled May meeting.

This may also be a good place to include your vision and mission statements.

Article II. Membership.

This explains what the members' rights are, what their limitations are, and what, if any, requirements there are for membership (if membership is open to anyone, say so!). It should also clearly state any required fees, attendance requirements, and any circumstances in which membership can be revoked. If you are going to allow honorary memberships, the particulars about that should be included here as well.

Example:

From the bylaws of the University of Virginia's College at Wise Student Government Association:

ARTICLE II: Membership

Section 1: All persons enrolled for six or more semester hours at The University of Virginia's College at Wise are considered members of the Student Government Association during the time of their enrollment and shall be entitled to all the rights and privileges thereof.

Article III. Officers and decision-making.

In this section of your bylaws, you should explain:

- *Governing structure:* The pecking order in your organization; who reports to whom in terms of the overall governing structure. The bylaws will explain that the Director is hired and overseen by the Board, for instance, but won't set out who other staff members report to or what their duties are: that's the province of the Director and the day-to-day operation of the organization.
- *Officers:* Official offices of the group, with their correct titles and required duties specifically outlined, and how long their terms should run.
- *Procedures for filling and vacating offices:* If an office is to be elected, who votes on it and how; if an office is to be appointed, who makes the appointment. Also, what must happen in order to remove someone from office.
- *Committees:* What, if any, standing committees (committees that are ongoing) there will be, how special committees (committees that only exist for the duration of completing a specific task or project) will be formed, how committee chairs will be chosen, and how members will be appointed to those committees.
- *Decisions:* How decisions are to be made and how many members and/or officers are required for quorum (the number that must be present for official business to take place).
- *Amendments:* How changes to the bylaws should be made. Usually it requires previous notice (for example, telling members at two consecutive meetings that a bylaw amendment will be voted on at the third meeting, or sending out a postcard to all members telling them that a bylaw amendment will be voted on and when) and a two-thirds majority vote.

There are numerous other areas your bylaws might cover, depending on the nature of your organization. Some common ones include standing (i.e., permanent) and other committees, conflict of interest, indemnification of officers (this means that officers and board members can't be held personally liable for the debts of the organization, or prosecuted for illegal organizational activities, unless they were caused by the illegal actions of one or more particular officers), the specific duties of the board as opposed to those of the director or CEO -- the list can go on. Try to think about all the structures that have to do with governing the organization. The more nearly complete your bylaws are, and the better they reflect the actual character and workings of the organization, the more useful they'll be.

Article IV. General, special, and annual meetings.

This part of your bylaws should explain how often meetings are to be held. This doesn't have to be very specific, but it should be clear whether the organization will meet on a regular basis or if it will meet only as needed. The bylaws should explain who has the authority to call meetings and how notice of upcoming meetings must be given to members. You should also describe your meeting procedures (i.e. whether you're going to use Robert's Rules of Order, the prerogatives of the Chair, who gets the floor and how, etc.)

Special meetings should also be covered in this section of the bylaws. Special meetings are sometimes restricted to the board or the officers. This section should explain how special meetings are to be arranged, who has the authority to call a special meeting, what sort of business may be conducted at a special meeting, and who may attend.

Finally, if your organization will be having an annual meeting of any sort, the specifics of how that will work should be included in this part of the bylaws. Annual reports should be covered here as well - when they'll be delivered, what they'll include, who prepares them, etc.

Example:

From the bylaws of the [Producers Guild of America](#)

ARTICLE IV: Meetings of Members

Section 1. Regular Meetings. The Annual Meeting of the members of the Guild shall be held on the first Monday in May in each year in the County of Los Angeles, at such hour and place as the Board may designate, for the purpose of

electing Directors and Officers, considering reports of the affairs of this Guild and transacting such business as may be properly brought before the meeting. If, in the opinion of the Board of Directors, the Annual Meeting can not be conveniently held on the first Monday of May, it shall be empowered to call said Meeting on a Monday during either the month of May or the month of June of the same year.

Section 2. Special Meetings. Special meetings of the members of the Guild shall be held whenever called by the Board of Directors, and such special meetings shall also be held within thirty days after being so requested in writing by at least 20% of the members in good standing, which request shall specify the purpose of such meeting and shall be addressed to the Secretary of the Guild. If upon receipt of any such request the Secretary shall fail to call and give notice of a special meeting, the members requesting shall have the right to fix a time and place for such meeting and give notice thereof in the manner hereinafter specified.

Section 3. Notice Of Meetings. Notice of the time and place of meetings of the members, whether regular meetings or special meetings, shall be sent to each member of the Guild not less than seven, nor more than fourteen days before the date of said meeting. All such notices shall be addressed to the members at the last address registered with the Guild, and shall be given by personal delivery, telegraph or mail, telegraph or postage charges prepaid.

Section 4. Adjourned Meetings And Notice Thereof. Any members' meetings, regular or special, may be adjourned from time to time by a vote of the majority of the members present, in person or in proxy, and when any members' meeting is so adjourned no notice of adjournment need be given unless the adjournment shall be for a period in excess of thirty (30) days.

Article V. Board of Directors.

If your organization has a board, this section should describe what its role is in the group, how many people will be on the board, how long a board member's term will run, how often the board will meet, and how board members will be appointed or selected. It should also designate how many board members must be present for quorum, and how members can be removed from the board.

Example:

From the bylaws of the Federation of American Women's Clubs Overseas

ARTICLE V: Board of Directors

Section 1: Number, selection. The Board of Directors shall consist of the elected officers of the Corporation and the Secretary.

Section 2: Qualifications. At the time of election, all elected Directors must be American members of Regular or Associate member clubs.

Section 3: Vacancies. Any vacancy occurring among the Directors between Biennial Conferences shall be filled in the following manner:

- a. The office of President shall be assumed by an elected officer only, in the order of First, Second and Third Vice-Presidents.
- b. In the absence or resignation of a Vice-President, the President shall appoint a replacement with the approval of the Board of Directors.
- c. The Assistant Treasurer shall assume the duties of the Treasurer in her absence or resignation.
- d. The appointment of a Secretary and an Assistant Treasurer pro tempore is left to the discretion of the acting President.

Section 4: Powers.

- a. The Corporation shall be governed by the Board of Directors.
- b. The Board of Directors shall have full charge of the property and business of the Corporation, with full power and authority to manage and conduct same, subject to the instructions of the Council.
- c. The Board of Directors shall have the power to remove Officers and Directors for cause, pursuant to the instructions of the Council.

Section 5: Meetings. There shall be at least one meeting of the Board of Directors annually.

Section 6: Quorum. Two-thirds of the members of the Board of Directors present or represented by proxy shall constitute a quorum at a Board meeting.

Section 7: Resignations. All resignations shall be made in writing and addressed to the President.

After you have completed your draft of the bylaws, make copies for all the people who will be involved in the process of approving them. If possible, get copies to them in advance of your meeting so they'll have a chance to go over them carefully before meeting.

MEET AS A GROUP TO DISCUSS THE PROPOSED BYLAWS

Get copies of the proposed bylaws out to the group that's going to edit or go over them well in advance of the meeting so they'll have time to reflect and can have their questions, issues, prospective changes, or concerns ready. This will not only save time, but it will also make it much more likely that errors or ill-considered bylaws will be caught, and that the final version will mirror what everyone really wants.

Get together and go over the bylaws together. You may find this really calls for one person taking charge and reading off the bylaws for approval, or if you have a smaller or more casual group you may take turns reading the articles and sections aloud. Go over each article and section individually for approval, and do so carefully. It may seem tedious, but your bylaws are very important and should be handled with attention to detail.

This is also the time you should consider whether your bylaws are fair and democratic. Do they distribute the power in your organization in a fair way? Do they allow members enough of a voice in how the organization is run?

Take note and discuss any changes, voting when necessary. Depending on how long and how complicated your bylaws are, this may take more than one meeting. When you've worked through and made all the changes, adjourn to have the final draft made.

COMPLETE AND APPROVE THE FINAL DRAFT

Again, make sure that people get copies ahead of time. If the whole membership has to vote on the bylaws, you need to figure out how that's going to happen, especially if the membership is large. You may find it easiest to send them out a letter explaining the history of the bylaws (who wrote them, what the process was, etc.) and an approve /disapprove form to send back. If you do it this way, there should be a last date to receive the votes, and tallies will be made based on either the whole membership or the number of votes received. Another option would be to designate a meeting at which the bylaws will be voted on and give the membership written notice about the meeting in advance.

Make all the agreed-upon changes to the bylaws and meet again to go over the final draft. When everyone is satisfied that the changes have been made correctly and the bylaws are as they should be, you should vote to approve bylaws. The date that the final draft was approved should appear at the bottom of the bylaws in all future copies.

BE SURE COPIES ARE GIVEN TO ANYONE WHO NEEDS THEM

All officers, members of your board, and committee chairs should be given copies of the bylaws. Also, you should either give copies to all members, or make copies easily available to those who want them.

USE YOUR BYLAWS!

So now your new bylaws are in effect - that's wonderful! But they're not worth much if you don't actually use them. If your organization has a parliamentarian - an officer or a consultant who advises the officers and board on parliamentary procedure and generally makes sure that meetings are run smoothly and according to your bylaws - then he or she can help remind people whenever the organization, one of its officers, a board member, or a regular member is doing something contrary to your bylaws.

Otherwise, you will just have to make sure that your officers make an effort to keep the bylaws in mind when doing your organization's business. Be sure that a copy of the bylaws is handy any time that official organization business is being conducted. If there is ever any question about how exactly you should proceed, don't hesitate to consult the bylaws. And if you come upon a situation you didn't think of when writing your bylaws, consider dealing with that in the final step of the bylaw process, which we'll talk about next.

REVIEW AND AMEND YOUR BYLAWS PERIODICALLY

Getting together as a group from time to time to go over your bylaws and, if necessary, amend them will insure that your board, officers, and members remain familiar with the bylaws. It also will allow you to gauge whether your bylaws accurately reflect the direction of the organization, whether changes need to be made in the light of events since the bylaws were written, or if any clarifications need to be made.

Bylaw amendments can be suggested at any time, either by anyone, if that's the way you prefer it, or by a group of people (if you use this method, be sure to specify how many people must propose the change), or by any board member whatever specifications work best for your organization. Not matter what, there should be room for those kinds of suggestions whenever there's an issue.

IN SUMMARY

Bylaws can be easy to write and even easier to change if you are well-organized and have a good plan in place for how to go about it. By following a simple outline, just about anyone can write bylaws for a new or existing organization, and having bylaws in place will help eliminate confusion and encourage consistency in the ways your organization is supposed to go about the things you have to do to reach your goals.