

May 2002

Checklist for Bylaws

This checklist should be used only as a rough guide. Every organization's bylaws do not need to address each of these issues. This list does present most of the issues that bylaws commonly address. An organization should consider whether it would be useful for them to address these questions in its bylaws. Some organizations choose to cover these issues in the charter. It is not necessary to address an issue in both the charter and bylaws. Covering issues in the bylaws allows for more flexibility in amendment and permits a group to devote its charter to the fundamental questions of organization. If a provision that is normally included in the bylaws is considered crucial to an organization, it can be appropriate to place it in the charter.

1. Name. Will the corporation operate under more than one name?
Will the corporation have a seal?

2. Objectives. It may be helpful to restate and expand on the purpose as given in the charter. This provision should not be an implementation plan.

3. Board of Directors
 - How many?
 - How, when and by whom chosen?
 - What requirements or criteria for selection or appointment?
 - What terms?
 - How removed? Some groups have different voting requirements to remove members for missing meetings (a majority) or for cause (a higher percentage)
 - When, where and how often board will meet?
 - Whom has authority to call meetings?
 - Normal procedure: chair procedure for membership or directors or executive committee
 - When will the corporation hold an annual meeting?
 - What notice shall directors receive?
 - May the directors waive notice?
 - How to fill vacancies?
 - May meetings be adjourned?
 - May directors act informally?
 - May directors attend by telephone?
 - May directors vote by proxy? Through other directors? Through non-directors?
 - How may directors resign?
 - What constitutes a quorum? (There is no requirement to state that a majority constitutes a quorum. Certain types of groups operate effectively with one-third, or with a specified number less than a majority.)

Compensation of directors?

4. Officers

How many officers? (Must have President and one other)

What is duty of each?

President

Vice President

Secretary

Treasurer

Other

How elected?

What length of term?

How removed?

5. Committees

Who shall appoint?

What composition?

What authority?

Possible committees:

Executive

Audit

Personnel

Fund Raising

6. Staff/Personnel

Authority of Executive Director

Should the executive director be a board member?

Should the executive director be an ~~ex~~ ex officio? • member?

Right to notice and attendance at board meetings

How the executive director is hired.

Affirmative action/equal opportunity provisions

Who supervises other staff?

Shall the corporation have a written personnel policy?

7. Finances

What fiscal year?

What requirements for budget?

Annual audit?

Shall the corporation have a written fiscal policy?

8. Parliamentary Procedure

What rules shall govern meetings?

9. Amendments to Charter and Bylaws

How shall the charter be amended?

How shall the by-laws be amended?
Prior notice to members
Percentage of vote required for passage

10. Statement of Nondiscrimination (if not in charter)

11. Special Requirements

Certain organizations, such as schools, health clinics, child care programs, etc., may want to include provisions to address issues specific to their operation. Groups may want to spell out important policies in the bylaws, such as how to set fees, how to decide on admission, or who to serve, or what community area to serve. The group should decide whether these are policies set by the director, policies approved by the board, or policies set in the bylaws. The answer depends upon how stable or flexible the group wants to be. (Sometimes, being flexible is the best way to be stable, but that depends on the group and its mission.) Some public and private funders require specific provisions to be in the charter or bylaws. Groups should consult with similar organizations to determine what provisions ought to be in the bylaws, and in their charter.

12. Membership

Will the Corporation have statutory members? If so, bylaws should include specific provisions for selection, meeting and decision making, parallel to those identified for the board itself, above.

Who is eligible for membership?

What power shall the membership have? (Any significant changes in power granted by state law should be included in the charter.)

13. Delegates (non-statutory members)

Will the Corporation have delegates? If so, bylaws should include specific provisions regarding their selection, meeting and decision making.

Who is eligible to be a delegate?

What power shall delegates have?