



FIX MY BYLAWS

**A simple plain-English guide
to write or revise the bylaws
of your nonprofit organization**

**EXCERPT
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**by K. Kerchner McConlogue, CPCC, PCC
on line at www.FixMyBylaws.com**

Please note: This excerpt is from a slightly earlier version of this book.

Fix My Bylaws: A simple plain English guide to
write or revise the bylaws of your nonprofit
organization

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Make everything as simple as possible, but not simpler.

Albert Einstein

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INTRODUCTION

The word “bylaws” comes most probably from old Norse where *-by* was added after a man’s name to refer to his farm. Whit’s farm was called Whitby. When farms grew to the size of towns they carried the same name. Bylaws are, therefore, the laws for the town. And naturally, the bylaws were specific and often peculiar to that community.

Today bylaws are essentially the system adopted by an organization to manage various rights, obligations, and routines for internal governance.



In 2003, I stumbled into the job of revising the bylaws of a local organization. It needed to change its bylaws so that the chapter's document included specific regulations imposed by the national board.

There were a few people who signed on to give me “an hour or two” to work on the adjustments. (Whew! Not nearly enough time). One was a lawyer – new in practice and to the organization. All of that attorney's suggestions were focused on insuring that nothing we said could ever be used against us. In short, the legal input complicated the process and worse, because the attorney didn’t know the organization, she didn’t know how we were already doing things – including using the processes that were working quite well.

The other person who signed on to help was a long-time member who knew the “whys” of everything

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and was often surprised to find that certain things were in the bylaws at all.

The existing document outlined an antiquated method for voting. The national organization had a short deadline for compliance, so, stepping up to the plate, I did what any committed volunteer would do. I fixed the bylaws myself. Then I explained and re-explained what I'd changed and why – either it was required by national or it made sense for us.

I stumbled through that process and made some mistakes. I also found myself in the interesting position of being the person with the most knowledge about how the organization was supposed to run.

Then within a year, I had evaluated the bylaws of two other organizations and worked on constructing bylaws for two new national organizations.

During that whirlwind year, I developed and tested what I called at the time "Bylaws from Scratch: 76 Plain English Questions to Build a New Nonprofit Organization from the Ground Up." I've added a few more questions so those original ones have turned into the book you're holding in your hands.

During the testing of the "bylaws from scratch method," I saw new groups get together – dedicated groups of people, committed to the ideals, vision and purpose of the organization – to really think ahead about how they want things to work. It's all about the grand vision for the future. Everything is possible.

As a result, groups working on bylaws can have at least as many ideas as there are people on the team.

Sometimes the groups will even forget the decision they made last week. Or they will be compelled to revisit a decision more than once.

It is a little like participating in the birthing of a baby – decorating the nursery, naming the child and thinking about what rules they'd like to have when the kid goes to school or wants to quit..

Getting help from the outside

An outsider, a coach, can ask questions that new parents sometimes just don't like to consider. In the loving beginning, no one expects anything bad to happen. For example, pre-birth, you probably don't consider what you'll do when bad kids encourage your baby to take drugs or steal a car.

Likewise, in the early days of an organization, an outsider can ask hard questions like, "What will you do if you have a board member who never comes to meetings?" or "What will you do if the organization fails?" You surely can't plan for everything, but you should plan for some things.

In my first two years in this business, I coached a couple of groups through the building of bylaws from scratch. Here's some of what I learned:

- **Making the best decisions about running your organization takes practice.** A good set of bylaws designed specifically for your organization will set parameters for the decisions you're likely to make over and over. They will help your organization to avoid making the same decisions repeatedly.

A good set of bylaws designed specifically for your organization will set parameters for the decisions you're likely to make over and over.

- If a group **commits to the task of writing or revising your organization's bylaws, then finish it.** If your committee's membership changes, all the previously-made decision explained will need to be explained to new members. And that takes time.
- Remember, **almost every decision will have to be defended or remade.**

How long will it take?

I have found that it takes generally about 12 to 14 weeks of weekly, one-hour, meetings, either in person or on the phone, to produce a brand new set of bylaws. Maybe half that time to redo an existing set.

You might also be able to go through this process in one long, full day, not counting the final writing. If you try, bring snacks. Bring coffee. And save the beer for the end.

If you choose to use smaller subcommittees work on different parts of the whole, be sure the divisions are as independent of the other parts as possible. In this case, the person responsible for the complete draft will have to watch especially carefully for conflicting rules. The review process of the whole committee will have to include the small groups explaining their decisions to the others. So this meeting might take three to four times as long as it would if all the members had been part of all the initial decisions.

Read the rest in the ebook
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HOW TO USE THIS BOOK

This book is intended as a step-by-step guide to spark thinking among people in your nonprofit organization who are working to write or rewrite the bylaws. This book is formatted with plenty of room in the margins. Use that space to make notes or reminders to yourself. Jot down notes or questions to be discussed later.



Read this

Special explanation sections are marked with this screaming mouth. These sections aren't questions, but they do call out extra information you may not otherwise have.

Also I use the general notation "Qxx" (such as Q1 or Q34) to refer to question number xx (where xx is a number).

Glasses like the one at the right demark information that is probably best put in a Policies and Procedures manual. Read more about this on page 25.

And, from time to time I refer to the imaginary "Organization for the Illustration of Bylaws Problem," also called OIB for short. Having a named organization sometimes makes a point more clear. It is also used in the template in Part III



Overall, this book is divided into three parts.

Part I lays out the process for creating or revising bylaws.

Part II contains the meat of the program (i.e., the questions that you and your group will need to answer to create your bylaws). The questions are arranged so that you can consider together your decisions on a single idea. For example: All the questions about members and membership are listed together, although these answers may not fall exactly that way in the completed document. Don't panic. Keep reading. I'm not leaving you stranded!

There is absolutely no reason to work these questions in the order printed.

There is absolutely no reason to work these questions in the order printed. However, you should absolutely get through all of the questions.

When you get to the questions, write the answers directly in the workbook. When you've finished answering all of them, one person should convert them to complete sentences and arrange them in the order shown in Part III

Part III is a template of sorts associating each section of the bylaws with the questions you answered. If you didn't answer the questions in a specific order, this is when you will organize into the final document. This Part has both blanks to fill in with your information and some common wording for common sections.

Remember bylaws are most useful when they are specifically made for a single organization. Put in what you need – or what the law requires – and leave the rest out.

Simple is best.

Finally, please do not use this book as a substitute for legal counsel or advice from an accountant. The book is not intended in any way to be such a substitute. I absolutely encourage you to check with your organizations' attorney, another competent, licensed lawyer or appropriate accountant if you have any questions or concerns about the proper form, legalities, or other aspects of your organizations' bylaws.

PART I: THE PROCESS

There are three things about you, the reader, of which I am reasonably sure. First, you're reading this because you've just accepted the task of revising the bylaws of an organization you care about. Second, you are committed to making sure that organization runs right. Third, you're probably at least a little worried that the bylaws might be filled with mumbo jumbo written by a lawyer in some secret language that only other lawyers can understand.

Here is some good news: Bylaws are not written in code. They are written in English. While they may not exactly be light reading, the work of writing or revising bylaws doesn't have to be difficult.

Bylaws are plans for how your team wants the organization to run. So don't be swayed by people who are seemingly content to put off for the future the managing of problems as they arise. Strategies outlined in the abstract rather than in a crisis (i.e., without attention to any specific person or situation) can be more comprehensive, are easier to make and certainly not as politically charged.

If you wait, the problem might be hard to separate from a specific person or get tangled up with too many issues at once. And that can get ugly.

Bylaws should not be overly restrictive rules. In fact, some flexibility is advisable. The details of every procedure your organization has do not need to be spelled out in the bylaws. But the bylaws should refer to the concept. For example, you do not need to

Another thing to consider: If your organization is forced to make and remake decisions, you may squander the great value of some future leaders of the organization

spell out the mailing address where due checks must be sent. But if you have dues, you do need to say how they will be collected and paid to the organization.

Please keep in mind that I am not a lawyer and that this book does not contain legal advice. It is merely intended as a description of a good process for constructing or reconstructing your bylaws. The accompanying list of plain English questions should cover most, if not all, of what you should be sure to consider during this process.

These questions will not cover any industry-specific rules. You will either already know about those things, or you can check with an attorney who is proficient in that field.

In fact, it would be a good idea to have a lawyer, or an accountant with experience in setting up nonprofit organizations, review your completed document to be sure you haven't included anything illegal or missed something that is important to or required for your group.

Your legal corporate address probably belongs in the Articles of Incorporation or Charter. (See page 42.) If there exists a mailing address for other correspondence, this has to be published somewhere!



Nonprofit bylaws vs. other corporate bylaw

Nonprofit bylaws are different from those of other organizations mainly in that they make no provision for stock holders or for how to manage the profits. However, nonprofit organizations should decide who their "owners" or stake holders really are and keep them clearly in mind them when constructing the organization.

According to the Maryland Association of Nonprofit Organizations, www.marylandnonprofits.org/html/support/FAQsforNonprofitStartup.asp) “bylaws perform at least three functions: (1) they determine how an organization is structured, (2) they determine the rights of participants in the structure, and (3) they determine the procedures by which rights can be exercised.” The bylaws spell out what the organization stands for and how they choose to do business.

Take the time to do this job right, every time you do it. Yes, the bylaws should be reviewed every couple of years to be sure they still work for the organization. And if you can't spend the time to write them right in the first place, or you can't be bothered to review them from time to time, how can you expect the organization to run efficiently?

Your bylaws should be designed specifically for your organization. Include what ever is particularly important to the organization and leave out the parts that don't apply.

For example, if your organization doesn't have chapters, you don't need to figure out how to handle them. Later if you decide to add them, you can revise your bylaws.

How the bylaws are structured: Articles and Sections

“Articles” and “Sections” form an outline for the rules of your organization, much like those outlines you learned to make in seventh grade English class. They are designed to keep together parts of the bylaws that refer to the same things.

Here’s an example:

Article I: MEMBERSHIP
Section 1. Special meetings
Article II: BOARD OF DIRECTORS
Section 1. Special meetings

The Articles are the big topics – the Roman numerals in your seventh grade outlines (and in this system). The Sections under them refer only to the subject of that Article. That means the Section on special meeting which is under the Article on membership, refers to the special membership meetings.

There is a specific section in the article, “Board of Directors,” that refers to special board meetings. Special membership meetings and special board meetings are different meetings. They may have different reasons and requirement to be called or business to be attended to.

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Nominating process

The nominating process is key to the sustainability of your organization. Someone has to be paying attention to who might replace current board members.

The specifics of this process are best spelled out in your organization's policies and procedures manual.

Be sure the nominating committee has enough time to find and evaluate a candidate and then get his or her agreement to serve. This always seems to take longer than you imagine.

Some groups may merge the nominating committee into a leadership development committee. They would then be charged with continual exploring and evaluating candidates as they are noticed.

92. What is the make up of this committee?

93. How many members? Are they board members or a combination of board members and general membership?

94. What membership classifications?

95. How long do they serve?



96. How are they appointed?

97. For which positions are they charged to find candidates?



More than one candidate?

Elections are not required to have more than one candidate for each position. It is possible that your nominating committee would be hard pressed to find more than one person willing to serve. It is also possible that hard feelings from an election will cause more harm than good.

Be sure to name a way that nominations can be made from the floor or from the membership.

98. Must they find more than one person for each office?



How to figure out a nominating schedule

To figure out the timeline for the nominating committee to do its work, start with a projected date of the elections and work back through the steps. If you plan to:

Have the election by	Nov. 15
Then announce the slate by	Nov. 1
Committee should start work by	Sep. 1
That means appoint a committee by	Aug. 15

99. By when do they have to start their work?



100. By when do they have to announce their list of candidates?
101. When are officers and board members elected? Is that at the annual meeting or at some other meeting specifically for that purpose?
102. How are candidates for election to be announced? In a newsletter? At a preceding meeting? By mail? If the board elects your officers, you should still include information about announcing the process to the membership.

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