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# Not-For-Profit Bylaws: How to Lay Down the Law

When starting a not-for-profit one of the questions most commonly asked is what are bylaws, and does my organization actually need them. In short, bylaws are the ruling documents for a not-for-profit organization or its Board of Directors, and they are definitely a necessity.

Bylaws are vital to the success of any not-for-profit organization because they outline how the board is to conduct its business and what is expected of them. However, because bylaws are legal documents and often inflexible; it's a good idea to keep them concise to allow your board the freedom to evolve specific policies and/or procedures over time and develop their own best practices.

Below is a sample template with the key factors you should address when drafting your organization's bylaws. Keep in mind that bylaws are legally binding and every state has its own inclusion requirements so it's advisable that you consult a lawyer or other professional before implementing your newly crafted bylaws.

## **Sample Bylaws**

### ARTICLE I – NAME, PURPOSE

Section 1: The name of the organization shall be [Name].

Section 2: [Your organization's mission]

### ARTICLE II – MEMBERSHIP

Section 1: Membership shall consist only of the members of the Board of Directors.

## ARTICLE III – MEETINGS

Section 1: The dates of the regularly held meetings shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special meetings may be called by the Chair or the Executive Committee.

Section 3: Notice of each meeting shall be given to each voting member, by [Notification Type], not less than [Number] days before the meeting.

## ARTICLE IV – BOARD OF DIRECTORS

Section 1: The Board is responsible for overall policy and direction of the Council, and delegates responsibility for the day-to-day operations to the Organization's Director and committees. The Board shall have up to [Number] and not fewer than [Number] members. The Board receives no compensation other than reasonable expenses.

Section 2: The Board shall meet at least [Number] times annually, at agreed upon time and place.

Section 3: Election of new directors or election of current directors to successive terms will occur as the first item of business at the annual meeting of the organization. Directors will be elected by a majority vote of the current directors.

Section 4: All Board members shall serve [Number] year terms, but are eligible for re-election.

Section 5: A quorum must be attended by at least [Number] percent of the Board members before business can be transacted or motions made or passed.

Section 6: An official Board meeting requires that each Board member receive written notification [Number – see: Article III – Section 3] days in advance.

Section 7: There shall be [Number] officers of the Board consisting of a Chair, Vice-Chair, Secretary and Treasurer. [Include other officer positions]

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each of the Board members, and assuring the organizations records are maintained.

The Treasurer shall make a report at each Board meeting, chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

[Include a description for any additional officers]

Section 8: When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary [Number] weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the end of the particular Board member's term.

Section 9: Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excessive absences from the Board if he/she has [Number] unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. The Secretary shall send out notices of special meetings to each Board member at least [Number] days in advance.

## ARTICLE V – COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, housing, etc. The Board Chair appoints all committee chairs.

Section 2: The [Number – see: Article IV – Section 7] officers serve as the members of the Executive Committee. Except for the power to amend the Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: The Treasurer is chair of the Finance Committee, which includes [Number] other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a

fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall end on [Fiscal year-end date]. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

## ARTICLE VI – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of [Name] on [Date].