

# Governance and Bylaws Notes

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## Introduction

An organization's bylaws are flexible, but following them is legally required once adopted. Bylaws should identify your organization's purpose and be organized around achieving that purpose. It is suggested that bylaws address the following items.

### 1. Membership.

Bylaws identify membership requirements. Who are members? Who is allowed to vote? How often is membership determined? How often do you meet? How do you make decisions? When does the organization not meet – summers, or holidays? How is voting conducted? What constitutes a quorum? Are dues required? How often? How are special meetings called? What notice is required for meetings?

### 2. Duties of Officers.

Bylaws spell out who is responsible for what in the organization. Who is the designated spokesperson to represent the organization? What officers are required and what are their duties? Who is the official representative to government, and are government officials aware of the designated representative? It is suggested that the immediate past president should be on the board for healthy transition and continuity.

### 3. Meeting Time, Location and Attendance

What are the established meeting times and location. What are attendance requirements for members. Can votes be cast by proxy? Proxy votes require a representative to be in attendance in order to vote by proxy for another

### 4. Committees.

Committees can do much of the work outside of membership meetings. An organization can have as many or as little as needed. They can be standing or ad hoc. The organization decides. Chairpersons or representatives can be but are not required to be part of the executive board.

### 5. Parliamentary Authority.

How are meetings conducted and decisions made? Roberts Rules are suggested.

### 6. Controversy.

Structure should be provided within the organization for respecting and handling different opinions. Such considerations would include fair notice of meetings, giving members ample time to deliberate, and being fair to all sides.

### 7. Technology.

How can technology be used in governance? Should it be used for voting or making decisions? Bylaws should give this consideration.

### 8. Indemnification

Whether the organization will agree to hold the officers harmless (and compensated for their legal fees, damage or other loss) in the event they are named in a lawsuit should be included as well.