Written Documents for Community Groups: Bylaws

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Introduction

Most of us participate in groups in different aspects of our lives. These groups have many different forms. Group forms can be formal, informal, organized, structured, ad-hoc, local, or national. Groups may range from having a narrowly defined to a broad focus. One of the ways a group addresses its purpose is by having structural guidelines. Bylaws are tools for doing this. Bylaws give members of a group or organization direction and guidelines for what is accepted behavior within the particular organization. If the boundaries of an organization are defined but the function is not, problems like conflict of interest, misdirection of focus or lack of productive activity will occur.

So how do organizations define their boundaries and operations? Developing a set of bylaws is a component of having group structural guidelines. The bylaws define the boundaries of the organization. Bylaws provide written documentation and must be approved by the organization. As written documents, continuity is maintained for the duration and leadership succession of the organization. When an organization has written documents and there is common knowledge of the procedures, the organization will be protected from itself.

What are Bylaws?

The functions of bylaws are to reflect the goals of the organization. Bylaws are contained in a single, formal written document that answers the questions of who, what, where, when, why and how of an organization. These questions define the boundaries of the organization. Without defining its boundaries, an organization can operate far beyond the original intention. This does not mean that an organization cannot expand its scope. Outlining the scope and boundaries gives the organization an "arena" in which to operate that can be expanded or reduced as the needs of the organization change. This arena limits people from "going in different directions with different agendas."

Before getting into what is contained in the bylaws, there are a couple of important notes:

• There is often more information in the bylaws than is necessary. Remember, if something in the bylaws needs to be amended, it takes a formal action and vote of membership. On the other hand, if the operating procedures need to be amended, it only takes action by the executive or governing group of the organization.
• Bylaws are the formal governing rules of the organization. They are like enabling legislation, which creates the framework for implementing the law.

Bylaws

Bylaws usually start by identifying the who and what of the organization. The other four components, where, when, why and how, provide the structure for the group.

Who

Bylaws tell who the organization is — its formal name as indicated by a national affiliation, state mandate or articles of incorporation. This is not to be confused with the mission statement of the organization, as the mission statement is a separate tool that by design will be dynamic and not affect the structure and boundaries of the organization. In bylaws, the who is often phrased as "This organization shall be known as" or "shall be called" followed by the name.

What

The what question is answered by the purpose of the organization. The group may be a fraternal organization, a civic organization, a neighborhood group,
an issue-based organization, etc. Within the what component, membership criteria may be outlined. For example, a neighborhood association may indicate that all people residing within certain boundaries are eligible for membership. The what is frequently stated as a broad purpose:

- The purpose of [name of organization] is to serve the social and political needs of residents of [name of residence]. The [name of organization] will serve its members by providing a forum for service and public action.
- The other four components (where, when, why and how) fall in no particular order after who and what, but they direct the organization in relation to the first two components.

**Where**

Where addresses jurisdiction and boundaries of the organization, which also impacts membership and function. This section delineates the geographic scope of membership — both for membership and for action. A group may draw membership from a town or a specific area but have as its intent activity that is focused elsewhere, such as a local group working to address tropical rain forest depletion or aiding children in developing countries. Conversely, a broad membership such as state or national may be formed to focus on a particular place, such as is the case with alumni organizations. The scope of both membership and operations are important to have clearly defined in the bylaws.

**When**

When addresses the frequency of meetings. This component does not need to be very specific other than the group will meet on a regular (and defined) basis. The frequency, times, and dates can be more fully outlined in the standard operating procedures. What is important is that the bylaws indicate how meetings are called, how membership knows about meetings and what distinguishes a regular from a special meeting (a special meeting is any membership meeting not called through the bylaws). Groups vary in how specific the bylaws are as to stating regularity, place and times of meetings. Because of differences in membership and purpose, some groups are able to have regular meetings at a particular place. When possible, it is beneficial to the group to have such regularity and it should be contained in the bylaws. The danger for groups overly structuring their regular meetings in the bylaws is that they then create a need to call special meetings.

This section of the bylaws also states who can call special meetings and how this is to be done. The language often identifies the regular membership meetings and then defines the process for special meetings by a clearly stated sentence. One format is as follows: “A special meeting of the membership can be called by [whom] and will be called [however is necessary].” Some groups restrict special meetings to being called by the executive board or officers; others allow for a certain number of members to call a special meeting.

**Why**

Why addresses the purpose of the organization. It defines what is within the organization’s jurisdiction and what is not within the jurisdiction.

In the bylaws, the normal activity of the group is outlined; the issues, action and intent of the group is simply written. Some organizations choose to perform as 501-C-3 or 503-D organizations; this status then becomes part of the reason the organization exists (the "why"). Any legal, fiscal or social restrictions of the group need to be clearly outlined in the bylaws to ensure that the intent of the organization is consistent over time. Although not a part of all groups’ bylaws, a section that explains the actions of the group can be very useful in the long run. Activities that are often defined in or excluded by the bylaws include lobbying, fundraising, individual gain through membership, promotion/visibility, protection offered, liability and representation. For inclusion or consideration of these activities, legal advice is recommended.

**How**

How a group is to function is often more fully defined in the policies and procedures for the day-to-day operations of the organization. This "how" component in the bylaws indicates the organizational structure, the governing group and the operational procedures. Within the bylaws, all references for meeting procedures, elections, governance, exceptions to standard procedures and so on are referred to the standard operating procedures/policies and procedures. Usually this section begins with the governance for the group:

1. What is the governing structure?
2. What are the officers of the group including a brief and broad enumeration of each position’s responsibilities?
3. What is the standing committee structure for the organization?
4. How are decisions made?

The frequency and process of elections are included in this section, which then identifies succession of leadership and how to handle vacancies in offices, on the board or on the governing committee and standing committee chairs.
Many groups fall into the trap of relying upon Robert's Rules of Order or Parliamentary Procedure as their means of conducting business without fully understanding the complexities and rigidity of these systems. For large groups, such a process is strongly recommended, but for most organizations, an action agenda, a modified parliamentary procedure or a consensus is offered as an alternative.

Finally, quorum (or, how many members are required to be present for official business to transpire) is stated. Quorum can be a percentage of total or paid membership, a specified number, or a majority of members present at a regular meeting. A final inclusion in "how" refers to the funding of the organization. If dues or fees are to be assessed, the means and rate and when this occurs are included here.

How Are Bylaws Written or Changed?

When writing or changing bylaws, it is useful to have examples from several different organizations. Rarely are bylaws constructed without a model. Using examples from several groups will provide a range of ideas. It is strongly recommended that a group not simply copy another organization's bylaws, as every group is somewhat different. Yet using examples allows the group (or usually a committee charged with the task of writing bylaws for the group) to selectively adapt the best or most appropriate parts of many bylaws. Be careful, however, not to assume that all bylaws are equally well written or constructed!

Bylaws should be reviewed regularly to ensure that the group is functioning within the bylaws. Bylaws should also be reviewed regularly to see if they need to be altered to fit changes within the group. Significant growth (positive or negative) of the group, a shift in the group's focus and a reorganization of the group are a few examples of the types of change that may necessitate a review and possible revision of the bylaws.

Well written bylaws should not need annual review or change, but there are some groups that tend to forget that they have bylaws and therefore, they neglect their bylaws. This can result in an organization acting outside its agreed upon process and/or function.

Some organizations provide copies of bylaws to all members upon paying dues or signing to the membership roster. Each member of the executive committee should retain a copy of the bylaws, and all members should have easy access to a copy. For records, the president and secretary should retain copies in their official notes.

Summary

Bylaws are essential documents for ongoing organizations. For an organization to continue, the members must agree on how they will function in an organized manner. Having bylaws in place will help the organization eliminate confusion, encourage consistency and reach its goals.

In addition to bylaws, an organization should also have written policies and procedures as a part of its standard operating procedures. If you would like to know more about developing policies and procedures for a group, please refer to fact sheet "Written Documents for Community Groups: Policies and Procedures."

Resources
