

# By-Laws Checklist<sup>1</sup>

## FOR IMPORTANT PROVISIONS IN YOUR BY-LAWS

Below is a checklist to help you ensure the most important provisions are included in your by-laws. This does not constitute legal advice, and it is recommended that you consult a legal professional on any legally binding documents.

Provision	Description
Indemnification	A statement that limits the personal liability of board members.
Members	Include clear guidelines about whether or not the organization has members (such as members of a neighborhood or professional association) and, if so, what their rights are. Even if you don't have members with legally enforceable membership rights, such as voting rights, you can still have people called "members," but the distinction should be clarified in the by-laws.
Minimum and Maximum Number of Board Members	Example: Minimum of 5 and a maximum of 15 board members. Some states specify a minimum, (in NH it is 5), and some specify a formula for a minimum and maximum.
The Number Required for a Quorum	A quorum is the minimum number of board members who must be present for official decisions to be made. Many states specify the minimum required for a quorum; for example, in California a quorum may be as low as one-fifth of the board.
Terms and Term Limits	Example: a term is 2 years, with term limits of 3 consecutive terms (making a total of six years); after a year off, a board member may be permitted to return. Terms can also be staggered so that, for instance, one-third of the board is up for re-election each year.
Titles of Officers; How the Officers are Appointed, and Their Terms	Example: President, Vice-President, Secretary, and Treasurer are appointed by majority vote at a regular meeting of the board; an officer term is for one year, with a maximum of two consecutive officer terms.
Procedure for Removing a Board Member or Officer	Example: By majority vote, at a regularly scheduled meeting, where the item was placed on the written agenda distributed at least two weeks ahead.
Conflict of Interest Policy	Alternatively, many by-laws simply state that there will be a conflict of interest policy but keep its exact wording out of the by-laws.

<sup>1</sup> Adapted from <http://www.blueavocado.org/content/bylaws-checklist>



Minimum Number of Board Meetings Per Year	Example: Four, with one in each quarter.
How a Special or Emergency Board Meeting May Be Called	Who can call a special meeting? How much notice is required?
How a Committee May Be Created or Dissolved	Who can create or dissolve? Full board? Executive Director?
What Committees Exist; How Members are Appointed, and Powers, If Any	It may be easiest not to specify committees in the by-laws at all; instead, permit the board to create and dissolve standing and temporary committees as it sees fit. As a result, the by-laws need not be changed each time a committee is created or changed.
Conference Calls and Electronic Meetings	Example: Votes by e-mail or web forum are prohibited. Meetings may be held by conference call if all members can simultaneously hear one another.
How the By-Laws Can Be Changed	Example: By majority vote at a regularly scheduled board meeting.

## Key Points About By-Laws

### Don't Put Too Much in the By-Laws.

If you are excessively specific when setting up the by-laws, it can come back to bite you later. If you lock yourself into a specific set of dates for meetings, you can't change those without a change in the by-laws. If you name specific committees, those committees need to be active. If they become inactive, you need to change the by-laws, or could be considered in violation of the by-laws that you wrote.

### By-Laws are a Risk Management Tool

When you are facing conflicts, such as a disruptive board member, bringing out the by-laws will be very important. According to those by-laws, what is the procedure for removal of a board member?

### Track Changes

By-laws should be reviewed regularly; every 3 years is often recommended. When changes are made, it is important that a single person is responsible for recording the changes immediately and that the changes are reflected everywhere that a copy of the by-laws is available.

