

Your organization's blueprint...

Bylaws are rules adopted by an organization chiefly for the government of its members and the regulation of its affairs. Bylaws are the nuts and bolts of how your organization will function and who has what responsibility. Bylaws aid in creating a structure for operation.

Questions that should be answered when composing bylaws are as follows:

- What is the **purpose** of the organization?
- Where will the organization be **located**?
- Will the organization have **members**? (If yes, see below. If no, skip to #4)
 - What are the qualifications for membership?
 - How are members selected?
 - What is the length of membership? Areas of termination, resignation, reinstatement, and transfer of membership should also be considered.
 - What can be decided at meetings of members?
 - How often should the members meet? (They must meet at least once a year)
 - How many members must be present for a members' meeting to be able to do official business?
 - Who can call a meeting; what are the notification requirements regarding meetings; who will chair membership meetings?
 - Can members vote by proxy? How many votes of those present are needed to pass a motion at a members' meeting?
- What will the structure of the **Board of Directors** be?
 - What size will the board be?
 - Who is eligible to be a member of the board of directors?
 - How are members selected?
 - How long do board members serve? How many consecutive terms may they serve?
 - How are board members who resign during a term replaced?
 - Can board members be removed from the board of directors before their terms are over? If so, how? Under what conditions?
 - Will board members be compensated for time, services, transportation, and other expenses?
- How are **meetings** of the board of directors structured?
 - What is the minimum number of times the board of directors must meet during a one-year period?
 - Who may call a special meeting of the board?
 - What are the notification requirements regarding meetings?
 - What is the quorum for a board of directors' meeting?
 - Is simple majority sufficient to pass a motion at a meeting of the board?
 - What rules or procedures will be used to conduct meetings? (Robert's Rules of Orders are commonly used)
- What role will **officers** have in the organization
 - What officers does the corporation have?
 - How are the officers elected?
 - How long do the officers serve?
 - How can officers be removed from their positions?
 - How can officers be replaced if they resign or are removed before the end of their terms?
 - What are the specific powers and duties of each of the officers?
- What will the structure of the **committees** be?
 - What standing committees will the board of directors have?
 - What size will these committees be and what will be their duties?
 - May other committees be formed for specific purposes?
 - How will committee members and chairs be appointed? How long will they serve?
- What **special rules** apply to the corporation?
 - Does the corporation have the power to protect its board members from liability?
 - Will the board members be authorized to execute contracts on behalf of the organization?
 - How will checks and deposits be handled by the corporation?
 - Which books and records will be kept and where will they be located?
 - Will there be membership dues? How will these be handled?
 - What is the fiscal year of the corporation?
- If the organization **dissolves**, how will that be done and what will be done with the assets of the corporation?
- How can the **bylaws** be **amended**?

For more information contact:

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