


Certificate of Nonprofit Board Education

Webinar 4: Bylaws and Meeting Structures

BoardSource

Your Consultant




David Styers

BoardSource

Contact Us

- Technical assistance: 1-877-892-6273
- Content-related questions: webinarquestions@boardsource.org
- Andy Davis: 202-349-2517
andy.davis@boardsource.org



BoardSource

About BoardSource

VISION a world where every social sector organization has the leadership it needs to fulfill its mission and advance the public good

MISSION to inspire and support excellence in nonprofit governance and board and staff leadership

OUR GOALS

Deepen understanding and inspire action on critical sector issues

Educate leaders and support effective board service and governance

BoardSource

What You Will Learn



1. You will develop an understanding of the need for up-to-date bylaws as a tool for protecting and empowering your organization.
2. You will identify options for how to structure the board's work to better leverage the board's unique value.
3. You will explore tools and strategies for effective and meaningful Board Meetings.

BoardSource

Agenda

- I. Bylaws: Make Them your Friend
- II. Committees: Structures and Functions
- III. Board Meetings: Tools to Ensure Productive Board Meetings

BoardSource

I. Bylaws

- Help keep you out of trouble
- Important clauses
- Common questions
- Your colleagues' "lessons learned"



BoardSource

Poll Question

When was the last time you reviewed your bylaws:

- A. Last year
- B. Two years ago
- C. Three or more years ago
- D. Never



BoardSource

Scenarios

- i. A board member who has been voted out of office is seeking reinstatement.
- ii. In seeking faster and more efficient decision making, one large board wants to reduce the number of directors, create an executive committee, and modify day-to-day operations.

BoardSource

Bylaws

Legal Contract?

OR

Rules of the House?



BoardSource

Poll Question

Are bylaws public documents?

- Yes
- No
- Don't know/other



BoardSource

Hierarchy of Laws

1. Federal and State Laws
2. Articles of Incorporation
3. Bylaws
4. Policies
5. Resolutions
6. Recommendations and Guidelines
7. Procedures



BoardSource

Bylaws Checklist



- Indemnification, Insurance
- Minimum and maximum number of board members
- The number required for a quorum
- Terms, term limits
- Officers, how they are appointed, and their terms
- Procedure for removing board member or officer
- Conflict-of-interest policy
- Minimum number of board meetings a year
- How an emergency or special board meeting may be called
- Authority to create committees, how committee members are appointed and their powers
- Managing conference calls and/or electronic meetings
- Amending, revising the bylaws

BoardSource

Common Questions

1. What if no one on the board knows about or has seen the bylaws?
How can you reintroduce the board to the board bylaws?
2. Is it a big deal for the board to change the bylaws?
3. Do you need a professional parliamentarian or lawyer to create bylaws?
4. How specific should bylaws be to serve as a "roadmap" for the board?

What are your questions?



BoardSource

Lessons Learned

- "Don't put too much in the bylaws."
- "Designate that the executive director should be responsible for making sure the bylaws are reviewed regularly."
- Include a provision for removing board members.



BoardSource

II. Committees

- Why are Committees Necessary?
- Committee Structure
- Selecting Committee Chairs and Members
- Executive Committee

BoardSource

Are Committees Necessary?



BoardSource

Guiding Principle



BoardSource

Your Board Committees: Show Horse or Workhorse?

- Governance
- Specific programs
- Fundraising
- Nominating
- Public relations
- Succession planning
- Strategic planning
- Program



- Investment
- Executive
- Finance
- Audit

BoardSource

Leading With Intent

Most Common Committees in 2014 and 2016

Committee	2016	2014
Executive	63%	78%
Development/Fundraising	44%	60%
Finance & Audit	37%	47%
Finance Standalone	25%	33%
Governance/Nominating	33%	37%

BoardSource

Engaging Board Members

- **Standing:** Permanent tasks
- **Task Force:** Very specific tasks (related to the strategic direction) that can be accomplished within a specific time frame
- **Advisory:** Provide advice and support to the organization and the board but has no legal or formal responsibilities
- **Organizational:** Work with staff on issues that are usually part of the staff's responsibility; sometimes report to staff



BoardSource

Tips for Committee Charters

- Record the purpose of the committee in a charter: What is it responsible for achieving?
- Identify to whom the committee is accountable.



BoardSource

Poll Question

Do you have an executive committee?

- Yes
- No
- Don't know/other



BoardSource

Executive Committees Should NOT

- Amend bylaws
- Elect or remove board members
- Hire or fire the chief executive
- Approve or change the budget
- Make major structural decisions (e.g., add or eliminate programs, approve mergers, or dissolve the corporation)

BoardSource

Lessons from the Field

- Task forces can be more suitable than standing committees
- Trend: Zero-based committee structure
- Separate finance and audit committees, if possible
- Few boards need an executive committee
- Committee minutes are not the same as committee reports
- Separate committees for fundraising activities



BoardSource

III. Board Meetings



BoardSource

Effective Meetings

- Board chair and chief executive set the agenda.
- Informally assess board meetings
- Establish a Governance Committee



BoardSource

Consent Agenda

- Written set of proposals that requires board action but not discussion/debate (e.g., minutes, dates of meetings).
- Circulate to board in advance.
- During meeting, remove any issues that the board would like to discuss.
- Board votes approval of amended agenda and moves on to critical issues.



BoardSource

Sample Consent Agenda

- A. Welcome and Chair's Remarks
- B. Consent Agenda
 - Approval of Minutes of May 15, 20XX
 - Accept Chief Executive's Report
 - Accept Treasurer's Report
 - Accept Committee Reports

BoardSource

Executive Sessions

Opportunity for the full board to meet in private with and without the executive director.



Open Meetings - www.sunshinereview.org

BoardSource

Your Turn

- Questions
- Issues
- Concerns
- Observations



BoardSource

Resources

- **Better Bylaws: Creating Effective Rules for Your Nonprofit Board, Second Edition:** D. Benson Tesdahl, Esq. (2010)
- **Transforming Board Structure; Strategies for Committees and Task Forces:** [Marla J. Bobowick](#), [Sandra R. Hughes Ph.D.](#), [Berit M. Lakey Ph.D.](#)
- **The Committee Series** (six publications total): Various Authors
- **BoardSource Knowledge Center:**
webinarquestions@boardsource.org

BoardSource

See you next week!



BoardSource 750 9th St NW Ste 650 Washington, DC 20001
 Phone: 202-349-2500 Fax: 202-349-2599 www.boardsource.org

BoardSource
