

By-Laws Checklist

It is important that the board regularly review its by-laws to confirm that they are still current and relevant to the agency. Time should be taken each year to review the by-laws and procedures of the agency. The following is a checklist that can be used by the board or the by-laws committee to review an agency's by-laws.

Article:

I. **Name** of the organization

II. **Purpose** of the organization (mission statement)

III. **Membership**

Section 1. Eligibility (who may be a member)

2. Types of membership (voting, non-voting, active, honorary, student etc.)
3. Resignation and reinstatement procedures

IV. **Board of Directors**

Section 1. Composition

- a) Officers (president, vice-presidents, secretary, treasurer)
- b) Other board members (numbers, how many elected, and how many appointed, ex-officio)

2. Terms of office (how long board members and officers serve)

3. Nominations and election procedure

- a) Nominating committee (method of selection, number of members, when they must present their recommendations)
- b) Elections (when held, how conducted, filling vacancies, removal, board rotation)

4. Duties and powers (of the board and of the individual members of the board)

V. **Board Committees**

Section 1. List standing committees and authorized ad hoc committees as deemed necessary by the board. Usual standing committees are those which must function year-round in order to sustain the organization, i.e. executive board, finance, membership, and programs.

2. Appointment method (state that committee chairs serve at the pleasure of the president--or are elected by the board.)

3. Term of office

4. Chairperson

5. Vacancies (filling) and removal of committee members

6. Terms of reference (duties and responsibilities)

VI. Meetings

Section 1. Regular membership meetings (number per year, method of notification)

2. Annual meeting (specify when held, state purpose: to elect officers, adopt programs and budgets, and other business as determined.)

3. Voting (state number for quorum; whether proxies or voting by mail are allowed)

4. Special meetings (specify when they may be called, by whom, and for what types of purposes, and manner of notification)

5. Board meetings

a) Number of regular board meetings and method of notification

b) Special board meetings and method of notification

c) Quorum (number of board members required to legally transact business)

d) Compensation (statement that no compensation is allowed, or that expenses will be reimbursed)

VII. Financial Policy

Section 1. Fiscal year (when it begins)

2. Dues (payment deadline)

3. Budget (when submitted)

4. Contracts, cheques, deposits and funds (signing officers, who/how many may sign cheques, bonding, authorize contracts, accept gifts on behalf of the organization, authorize investments)

5. Accounting and auditing policies

6. Non-budgetary expenses (policy for handling)

VIII. Resolutions and Amendments

Section 1. Resolutions (ordinary or special) state numbers of votes required to pass

2. State how by-laws are amended; number of members needed to pass by-laws changes; amount and type of notice of proposed changes; if voting must be at a meeting or can be done by mail

IX. **Parliamentary Authority** (this does not have to be a part of the by-laws; if it is, it must be followed at all meetings)

X. **Dissolution** (state what would happen if the organization should dissolve: how funds and other resources would be distributed and to whom; who has the power to make the decision to dissolve; notification of intention to dissolve).

Adapted From: *Gaining Momentum For Board Action* Arty Trost/Judy Rauner