

3.2.2 Bylaws

[return to Governance](#)

□ [char]Review

The [Communities of Interest \(Cols\) Bylaws](#) (or Articles of Organization) are the primary [Legal Documents](#) providing governance for the group. The Bylaws are originally created during the [initial steps establishing](#) the Col (i.e., [Ecosphere](#)). ¹⁾

Bylaws are supplemental to the rules already defined by the granting government entities (i.e., states, counties or cities in the US) code and rules of how the Col is run. Bylaws provide governance covering actions and decisions made by the board. The Bylaws should help prevent or resolve conflicts and disagreements, and protect the COI from potential problems by clearly outlining rules around authority levels, rights, and expectations.

Note If the Board of Directors fails to follow the adopted COI Bylaws, it can be held liable for breaching their duty to the COI.

Common Provisions in Bylaws

1. Name and Purpose
2. Election, roles, and terms of officers and board members
3. Membership Issues (categories, responsibilities)
4. Meeting Guidelines (Frequency and Quorum)
5. Board Structure and Size
6. Compensation and indemnification of board members
7. Role of Chief Executive
8. Conflict of Interest Policy
9. Amendment of Bylaws Policy
10. Dissolution of the organization

Standards

- The Bylaws are made specifically for the Col (i.e., [Ecosphere](#)).

de facto Standards

- Robert, Henry M.; et al. (2011). Robert's Rules of Order Newly Revised (11th ed.). Philadelphia, PA: Da Capo Press. ISBN 978-0-306-82021-2 (hardcover).
- Robert III, Henry M. (2011). "The Official Robert's Rules of Order Web Site (Home)". The Official

Robert's Rules of Order Web Site. The Robert's Rules Association.

- The Official Robert's Rules Of Order Web Site (robertsrules.com) Site maintained by the Robert's Rules Association

Tools

- Section 7. Writing Bylaws, Community Tool Box, Accessed 21 May 2020, <https://ctb.ku.edu/en/table-of-contents/structure/organizational-structure/write-bylaws/main>
- Form of Bylaws - California Nonprofit Public Benefit Corporation, Public Council Org, Accessed 21 May 2020, http://www.publiccounsel.org/tools/publications/files/Annotated_Bylaws.pdf
- Sample Bylaws, U.S. Chamber of Commerce, Accessed 21 May 2020, <https://www.uschamber.com/your-chamber-commerce-guide-starting-and-growing-chamber-commerce/sample-bylaws>

References

- Bylaws for an Unincorporated Association, Drew Nelson, September 26, 2017, Accessed 21 May 2020, <https://bizfluent.com/list-6981569-bylaws-unincorporated-association.html>
- What is the difference between Charter and Bylaws?, William Adkins, bizfluent, 26 September 2017, Accessed 21 May 2020, <https://bizfluent.com/facts-5894520-difference-between-charter-bylaws-.html>
- The Difference Between Bylaws and Policy, Victoria Duff, 26 September 2017, Accessed 21 May 2020, <https://bizfluent.com/facts-5921586-difference-between-bylaws-policy.html>

¹⁾
Nonprofit Bylaws Made Easy: Tips and Best Practices, donorbox.org, Accessed 21 May 2020, <https://donorbox.org/nonprofit-blog/nonprofit-bylaws-made-easy/>

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