



Nonprofit Bylaws Review Checklist

All lawyers have a favorite template to begin customizing a new set of bylaws. And most have a checklist to allow a client to do some advance thinking about choices the organization has within the law. This checklist hits on *most* of the decisions/options that a board needs to make so that an attorney can be sure they are plugged in the right places, and with good language. If you are reviewing/editing existing bylaws, many of the following items are likely to be in place. ALWAYS follow your bylaws to reduce the chances of losing a lawsuit should you be confronted with one.

	Items That You Must Determine	Have You Clarified?
	Legal name and, if applicable, a dba name	
	Office location (in State of Incorporation or not)	
	Registered agent	
	Purposes (often from Articles of Incorporation)	
	Language emphasizing a religious identity	
	Membership (or not, which is the usual)	
	Powers of Board of Directors	
	Number of directors (a range is best)	
	Election of directors is when?	
	Term of office	
	Consecutive terms allowed before off for a year	
	Provision for resignation of director	
	Provision for removing a director	
	Provision for filling a director vacancy	

	Regular meetings (annual meeting plus how many more?)	
	Special meetings called how?	
	Required notice of meetings	
	Quorum is how many?	
	Manner of acting (notice, vote, proxies?)	
	Unanimous consent provision	
	Want a conflict-of-interest provision?	
	Officers you want (Assistant Secretary & Treasurer?)	
	Officer terms	
	Officer resignation	
	Officer removal	
	Vacancies	
	Role of Chair	
	Role of Vice Chair (if one)	
	Role of Secretary	
	Role of Treasurer	
	Any bonding required of any officer	
	Committees (authorized; chosen by whom?)	
	Executive Committee authority (if one)	
	Term of appointment of committee members	
	Vacancies on committees	
	Authority to have non-directors on committees	
	What is fiscal year?	
	Indemnification (boilerplate, D&O insurance)	
	How amendments/restatement of bylaws made	
	Dissolution instructions (if not in Articles)	
	What else?	

Note: Some bylaws go into far too much detail. More details should be developed and updated regularly in a Board Policies Manual (BPM). This wonderfully helpful tool addresses, in writing and in one organized document, everything a governing board needs to document as the “one voice” of the board. These on-going policies solve many problems most nonprofits face.

Go to, www.TheAndringaGroup.com, under Resources, to download an Introduction to Board Policies Manual and Board Policies Template in Microsoft Word.

Need legal help in Arizona for this process? Reach out to Bob Brown at Gallagher & Kennedy, Bob.Brown@gknet.com.