

HOW TO WRITE A CONSTITUTION AND BYLAWS

The constitution of an organization contains the fundamental principles which govern its operation. The bylaws establish the specific rules of guidance by which the group is to function. All but the most informal groups should have their basic structure and methods of operation in writing.

WHY HAVE A CONSTITUTION?

By definition an organization is a “body of persons organized for some specific purpose, as a club, union, or society.” The process of writing a constitution will serve to clarify your purpose, delineate your basic structure and provide the cornerstone for building an effective group. It will also allow members and potential members to have a better understanding of what the organization is all about and how it functions. If you keep in mind the value of having a written document that clearly describes the basic framework of your organization, the drafting of the constitution will be a much easier and more rewarding experience.

WHAT SHOULD BE COVERED BY A CONSTITUTION?

The following is an outline of the standard information to be included in a constitution. The objective is to draft a document that covers these basic topics in a clear and concise manner.

WHY HAVE BYLAWS?

The constitution covers the fundamental principles but does not prescribe specific procedures for operating your organization. Bylaws set forth in detail the procedures your group must follow to conduct business in an orderly manner. They provide further definition to the articles of the constitution and can be changed more easily as the needs of the organization change.

WHAT SHOULD BE INCLUDED IN THE BYLAWS?

Bylaws must not contradict provisions in the constitution. They generally contain specific information on the following topics:

- A. Membership (selection requirement, resignations, expulsion, rights and duties)
- B. Dues (amount and collection procedures, any special fees, when payable)
- C. Duties of officers (powers, responsibilities, specific job descriptions, procedures for filling unexpired terms of office, removal from office)
- D. Executive Board (structure, composition, powers)
- E. Committees (standing, special, how formed, chairpersons, meetings, powers, duties)

- F. Order of Business (standard agenda for conducting meetings)
- G. Parliamentary Authority (provisions for rules of order, generally Robert’s Rules of Order-Newly Revised)
- H. Amendment Procedures (means of proposals, notice required, voting requirements)
- I. Other specific policies and procedures unique to your organization necessary for its operation.

SAMPLE CONSTITUTIONAL OUTLINE

Title of Document:

Constitution of “Organization’s Name,” University of Southern Indiana.

Preamble: A one paragraph statement of the mission of the organizations, telling why it was created.

Article I. NAME

The name of this organization shall be.....

Article II. PURPOSE

Article III: MEMBERSHIP

Article IV: ORGANIZATION

Section I: Structure (Branches Executive, etc.)

Section II: Officers

Section III: Elections and Appointments

Section IV: Terms of Office

Section V: Powers

Section VI: Governing Rules

Article V: MEETINGS

Article VI: QUORUM

Article VII:

Section I: Adoption and Ratification
(*What is the procedure*)

Section II: Amending the constitution
(*What is the procedure?*)

Article VIII: GENERAL PROVISIONS

SAMPLE BYLAWS OUTLINE

CHAPTER 1 STRUCTURE OF THE ORGANIZATION

1.0 Executive Officers

A. Values Statement of the Executive Officers (what are they responsible for)

The officers of an organization are responsible for the every day details that result in the smooth operation of the organization.

B. Meetings (how often should each they meet)

C. Training (what training is required by Executive Officers)

D. Duties and Responsibilities of Executive Officers

1. The following duties shall be the responsibility of the President:

A President should not only be pleasant and firm as a presiding officer, but should also set the pace in getting the work done. S/he is non-partisan when president, seeing that the members are equal, regardless of the question of the debate. It is the responsibility of the president to:

- Know the constitution and by-laws of the organization
- Study the objectives and procedures of the organization
- Appoint, instruct and, when possible, serve as ex-officio member of committees. Determine, with the aid of other officers and members, the objectives, meetings and action plans of the group
- Analyze membership problems and help plan a vigorous membership campaign
- See that other organization leaders, committees, members and the advisor are informed about problems and policies under consideration
- Encourage the cooperation and promote harmony within campus ranks.
- Schedule and preside over regular meetings of the executive board
- Preside at organization meetings
- Work closely with the organization's advisor

2. The following duties shall be the responsibility of the Vice President:

The vice president should work closely with the president to ensure smooth transition should it be necessary for him/her to take over the position. In this role the vice president should:

- Assist the president, but not substitute for him/her
- Become acquainted with the president's plans for the year and be prepared to assume his/her duties and responsibilities
- Gather ideas from members
- Be host at meetings: check room arrangements, proper lighting, ventilation, etc.; greet newcomers and see that new members get acquainted; see that guest speakers are properly recognized, introduced and entertained.
- Know what is going on; be familiar with information materials sent to the president.

3. The following shall be duties of the Secretary:

(NOTE): Some large organizations divide the secretarial responsibilities between a recording secretary and a corresponding secretary. A capable secretary is usually characterized by good organizational skills, word processing skills, accuracy, and promptness. The secretary's most important job is interpreting what goes on in the organization. Getting at the heart of a discussion calls for alertness and good reporting. Ability to state clearly the proceedings of a meeting is essential.

The record is the source of all official statements of definite action, motions, directives, and assignments. Accurate minutes often become the umpire in debates concerning what was agreed upon. The president may rely on the secretary to remind him/her of things to be done. Committee chairs may need to be notified of their assignments. The secretary is expected to:

- Keep accurate account of organization and executive committee proceedings and produce minutes for each meeting.
- Provide officers and committees with all necessary papers and materials.
- Keep a systematic method of filing letters received, copies of letters sent, committee reports, treasurers reports, membership rosters, lists committees, etc.
- Attend to official correspondence
- Mail and post notices of organization and executive committee meetings
- Prepare with the president, in advance, the order of business for each meeting
- Cooperate with the treasurer in keeping an accurate listing of membership status.
- Read minutes of meetings and call the president's attention to unfinished business
- Have on hand at each meeting an agenda, minutes of the previous meeting, lists of committees and committee reports, a copy of the constitution and bylaws.

4. The following shall be duties of the Treasurer:

Some organizations assign the treasurer as chair of the finance committee. *The treasurer is expected to:*

- Obtain records of all financial documents from the previous treasurer and go over these records with him/her if possible
- Maintain a simple set of books and record all items of income and expenses as they occur
Meet with the advisor to prepare the annual budget for the upcoming year
- Prepare requisitions for prompt payments of all invoices, deposit all money collected, and use the proper account number on all paperwork
- Collect dues and bank all organization funds

- *Pay out funds on orders signed by the treasurer, the president, and the secretary unless otherwise provided*
- *Make reports at meetings as necessary*
- *Cooperate with the secretary in keeping accurate membership records including names, addresses, dates paid, and funds received.*

1.2 Next Branch or area defined by the constitution's structure. In many organizations, the next level may be their chairpersons.

- Values Statement
- Meetings
- Training
- Duties and Responsibilities of each leader that falls into this category.

CHAPTER II: COMMITTEES

2.0 STANDING COMMITTEES/SPECIAL COMMITTEES/AD-HOC COMMITTEES

Much of the important work of an organization is done through committees. Try to retain at least one person from the previous year's committee to insure continuity. Be sure each committee has a chair and a secretary. Try to keep the number of standing committees to a minimum, filling any gaps with ad hoc committees which are created for a specific project and are then dissolved. Examples of committees include the executive committee (made up of the officers), the membership committee (responsible for encouraging and maintaining new membership), the program committee (which arranges the organization's yearly schedule of events), and the publicity committee (which interprets and publicizes the policies and plans of the organization).

Areas to be addressed in this section of the bylaws include:

- Purpose of Committees
- Provisions for Creation
- Selection/Placement of members
- Dissolution

CHAPTER III: MEETINGS

3.0 GENERAL MEETINGS

*How often held? When?

3.2 QUORUM

*What constitutes quorum?

3.4 VOTING

*Who gets to vote?

*What percentage of votes need to be cast in favor, to pass a motion?

3.6 SPECIAL MEETINGS

*Who can call them?

*How much notice must be given?

*How will the meeting be conducted?

3.8 MINUTES

- Includes: kind of meeting (regular, special, emergency); date of meeting and place; attendance, whether the minutes of the last meeting were approved or dispensed with, all main motions, including the name of the person introducing the motion.

B. Distribution (to whom)

C. Recording Amendments to the constitution, bylaws, or Standing Rules

3.10 ATTENDANCE

*What is the attendance policy?

A. Excused/Unexcused absence

B. Sanctions

CHAPTER IV: BUSINESS/FINANCIAL

4.0 ANNUAL BUDGET

A. Define fiscal year

B. Fiscal policies (how will books be kept?)

C. Expenditures

1. what can be incurred?

2. how to approve expenditures

D. Preparing Budget (timeline)

E. Approval (how is budget approved?)

F. Reporting of Expenditures

*time limits

*penalties

*responsibilities

CHAPTER V: ELECTIONS

5.0 GENERAL RULES

*who can become a candidate?

*eligibility

*qualifications (grades, hours, academic standing, previous experience)

*when are elections held?

*how are ballots cast?

*how is the winner decided?

5.2 INAUGURATION

*when

*oath of office

5.4 VACANCIES

*how to fill a vacancy

CHAPTER 6.0 DISCIPLINE AND IMPEACHMENT

6.0 DEFINED

A. Grievance - a complaint filed by another member

B. Warning - a verbal or written admonishment given to the recipient of a grievance

C. Censure - a public (in meeting) admonishment

D. Impeachment - a charge which results in removal of office if found guilty

CHAPTER VII: ADVISORS

*Who qualifies?

*What are their duties/expectations for the role of advisor?

CHAPTER VIII: AMENDING THE BYLAWS

*What is the process that the organization will go through to amend the bylaws? Bylaws can be changed much more easily than the Constitution, so don't make the process too long and drawn out.

ONCE WE'VE GOT THEM-- WHAT DO WE DO WITH THEM?

Remember the reasons for having a constitution and bylaws. They articulate the purpose of your organization and spell out the procedures to be followed for its orderly functioning. A constitution usually requires a 2/3 vote of the membership for adoption. Bylaws only require a simple majority for passage. Once you have developed the constitution and bylaws, review them often. The needs of your group will change over time and it's important that the constitution and bylaws are kept up to date to reflect the current state of affairs.

Make sure every new member of the organization has a copy. This will help to unify your members by informing them about the opportunities that exist for participation and the procedures they should follow to be an active, contributing member. A thorough study of the constitution and bylaws should be a part of officer training and transition.

SEVEN RULES FOR WRITING BYLAWS

1. Know your organization.

Does the organization want detailed and specific wording that leaves little room for interpretation or does it want more general wording that can be interpreted broadly? Some organizations want and need to have everything spelled out in detail. Others would find such a system to be too rigid for their needs and would want language that would be more flexible and would allow the assembly the freedom to do what it thought best. This question needs to be answered before the first word is written.

2. You don't have to put everything in the bylaws.

It is not uncommon for organizations to have bylaws that run to many, many pages because the members have decided that everything is too important to be left out. Examples of this include the day and time each committee's meetings are to begin and how many copies members may make using copying machines. An organization should keep it's bylaws as short as possible with only the truly important items included. They should be encouraged to use the other documents of authority such as special rules of order, standing rules, and standing orders for items of lesser importance.

3. Avoid contradictions and omissions.

By far the most common error to be found in a set of bylaws is for one clause in one article to be stating one thing about a subject and another clause in another article to be stating something entirely different about the same subject. This leads to members of organizations trying to decide the correct interpretation of the bylaws, on particular subjects. Less common but still troublesome is for a topic to be referred to in one clause, but any further reference to the topic to be omitted entirely, leaving the members to try to guess what the original writers were talking about. Therefore, the draft bylaws should be carefully checked to avoid the creating of such connotations or omissions.

4. Arrange the contents of articles and sections logically.

Write your bylaws so that there is a logical flow from one subject to the next. Do not scatter related items throughout the document. Too many times members frantically flip through pages of the bylaws trying to find the specific sentence that relates to a problem after someone has said that they saw it in there somewhere. So as the articles and sections are assembled, make every effort to place all of the common topics, e.g. qualifications of members, duties of officers, and conduct of elections in the same location within the document.

5. Have realistic expectations.

Sometimes members of an organization have an idea that at the time appears to be particularly useful. To make sure that the idea is used it is enshrined in the bylaws. However, both the times and people change. Do not put requirements or duties in the bylaws because you think it would be nice to be done that way and expect your successors to adhere to them faithfully even if they no longer make any sense. This leads to future members ignoring the bylaws.

6. Help your successors.

In certain circumstances you can make use of rhetorical flourishes in your bylaws to guide your successors as to what your intent is. For example, phrases such as, "In the unlikely event that ..." or, "After due and careful consideration of ...," may prove useful. This advice is particularly useful for organizations, especially boards, that have a rapid turnover in membership and have less institutional memory among the members to interpret the bylaws. However, use this method sparingly as overuse can lead to more problems than are solved by cluttering up the bylaws with too much extraneous language.

7. Don't forget spelling, punctuation and grammar.

Bylaws with spelling and grammatical errors are more difficult to understand. Also, a poorly written set of bylaws reflects badly on the organization when read by an outsider. So an organization should make the effort to ensure that the final product is as well written as possible. If it is not possible for the assembly to make all of the corrections before it adjourns, then it can empower the bylaws committee to make any necessary post-adoption corrections before publication.

In conclusion, when a set of bylaws need to be written, revised or amended, the organization should devote a great deal of care and effort to this task. Since the bylaws are the most important document the organization has, anything less will not be adequate. There are references on parliamentary law and bylaws available, and the members of an organization should not hesitate in using one or more of them when the bylaws need to be changed. In addition, it is hoped that by following the "Seven Rules" as described above, the task of writing bylaws will be made easier and the final product will turn out better.