

Robert's Rules of Order Bylaws Template



Creating a set of bylaws is time-consuming yet essential for nonprofits, and this Robert's Rules of Order bylaws template streamlines the process. Since creating the bylaws is a one-time process, it pays to take the time to do a thorough job to avoid making too many amendments to them later.

Fortunately, you don't have to reinvent the wheel. All bylaws contain the same essential components. Your board can easily customize each section of your bylaws to suit your needs.

Robert's Rules of Order Bylaws Template for Nonprofits

To help you make easy work of creating bylaws following Robert's Rules of Order, we'll outline the order here:

PREAMBLE

The preamble includes your nonprofit's name and the state where your nonprofit is registered. This section also explains that state nonprofit laws supersede the Articles of Incorporation, and the bylaws supersede the Articles of Incorporation.

ARTICLE I – NAME

This section states the name of the nonprofit and defines the term that will identify the nonprofit throughout the rest of the document. For example, "herein referred to as the organization."

ARTICLE II – PURPOSE

The Purpose section states the nonprofit's purpose and the registered IRS code.

ARTICLE III – MEMBERS

This section describes the powers, duties, and rights of board members. It generally includes statements regarding the following:

- ✓ Powers and responsibilities
- ✓ Number of directors and qualifications
- ✓ Board compensation
- ✓ Elections
- ✓ Terms
- ✓ Vacancies
- ✓ Resignation
- ✓ Renewal
- ✓ Meetings
- ✓ Minutes
- ✓ Quorum
- ✓ Proxy
- ✓ Voting
- ✓ Board member attendance

ARTICLE IV – OFFICERS

A description of the number and types of officers will be listed here. This section should also include a description of how to remove officers from their positions and how they should resign. A statement that describes the role of the Chair of the Board or CEO is generally also included here.

ARTICLE V – MEETINGS

Here you will describe when meetings will be held, how to define a quorum and the rules for special and electronic meetings. This section will also describe how to manage canceled meetings.

ARTICLE VI – EXECUTIVE BOARD

This section creates an executive board that usually acts as a steering committee. An executive board may have the authority and power described here that allow them to act on behalf of the board.

ARTICLE VII – COMMITTEES

The powers and duties of committees should be described here. This section includes statements about how committee members are selected, how to fill committee member vacancies, and what power committee members have. This is also a good place to state that committee members may not enter into contracts or agreements on behalf of the board.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

The Parliamentary Authority section identifies which officers or board members have signatory authority for the nonprofit on legal documents, checks, loans, and contracts.

ARTICLE IX – AMENDMENTS AND REVISIONS

This important section describes the process for adopting, amending, and repealing bylaws. Such actions require written notice (according to Robert's Rules of Order). It should also state how many board directors are required to amend or revise the bylaws.

While these Articles provide the basis for the standard Robert's Rules of Order bylaws template, nonprofits may add to their Articles according to best practices. We've provided examples of ways nonprofits have customized their bylaws.

OFFICES

This statement describes the principal location of the nonprofit's office. It commonly also includes a statement that the board should report an address change of the principal location to the IRS as appropriate.

DEDICATION OF ASSETS

This section describes that the nonprofit's assets may only be used for nonprofit purposes. It also clarifies that no person, member, director, or officer may receive benefits from the organization. A statement that describes how assets will be distributed upon the nonprofit's liquidation or dissolution may be added here.

STANDARD OF CARE

As the name indicates, this section describes the standards board members must meet in carrying out their duties. This section typically includes statements regarding the following:

- ✓ Loans
- ✓ Conflict of Interest
- ✓ Restriction on interested directors
- ✓ Duty to disclose
- ✓ Establishing a conflict of interest
- ✓ Addressing a conflict of interest
- ✓ Violations of conflict of interest
- ✓ Procedures and records
- ✓ Acknowledgment of Conflict of Interest Policy
- ✓ Violation of loyalty-self dealing contracts
- ✓ Indemnification

RECORDS AND REPORTS

This section describes where your nonprofit stores the Articles, bylaws, and tax returns, including who has access to them and when they can access them. Also, this section may include how corporate records are maintained and how to handle inspections of the records. The management of annual or quarterly reports and how financial statements will be prepared will also be listed here.

FISCAL YEAR

A simple statement that provides the fiscal year dates is all that's needed here.

CORPORATE SEAL

This section explains that the board may adopt, use, and modify the nonprofit's corporate seal. It also describes where the corporate seal will be stored. The board may opt to include a statement that explains that a failure to affix the seal to any corporate records or documents doesn't affect the validity of the documents.

CONSTRUCTION AND DEFINITIONS

This section is comprised of a short paragraph that explains that the general provisions, rules of construction, and definitions contained in the state nonprofit regulations will govern the construction of the bylaws. For example, the masculine gender includes the feminine and neutral, a singular number includes the plural and vice versa, and the term "person" shall refer to individuals and the organization.

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CERTIFICATE OF SECRETARY

Finally, this section includes a statement by the secretary that the person serving this role was elected and acted in an official capacity as the nonprofit's secretary. It also states the date the board adopted the bylaws and that they haven't been amended or modified since the date shown. The final statements look something like this:

I, (name of Secretary), certify that I am the current elected and acting Secretary of (name of nonprofit), and the above Bylaws are the bylaws of this (name of nonprofit) as adopted by the Board of Directors on (date) and that they have not been amended or modified since the date above.

**Executed on this (day of the month) day of (month) in the County of (name of county) in the State of (name of state).
The Secretary should sign below this statement.**

Board members commonly refer back to their bylaws from time to time to gain clarification about rules and procedures. With a BoardEffect board management solution, they can have access to the bylaws any time they need them. The platform is also valuable for board collaboration regarding Robert's Rules of Order bylaws template, bylaws, and all other board business.