

# CHECKLIST FOR CREATING BYLAWS

**Bylaws set out the governance rules of an organization. This Checklist summarizes the main steps to take and key issues to consider when creating bylaws for a non-profit organization.**

While this Checklist covers the principal issues to consider when creating bylaws, each state has its own statutory requirements that must be reviewed and satisfied. We advise you to consult with an attorney licensed in your state of incorporation for any legal and state-specific questions. This Checklist is meant to be a general guideline and is not intended to be legal advice.



## CONSIDERATIONS FOR DRAFTING BYLAWS

### Statutory Requirements

- Do the bylaws conform with the corporate laws of the state of incorporation?
- Are the bylaws consistent with the provisions of the certificate of incorporation?
- What default rules apply under applicable state law if the bylaws are silent on a particular issue?

### Board of Directors

- Powers of the Board of Directors, including their authority to oversee the business and affairs of the organization.
- Director qualifications.
- Number of board members, including minimum and maximum, and term of office.
- Newly created directorships and vacancies.
- Resignation.
- Procedure for removing a director.
- Committees of the Board of Directors.

### Officers

- Positions/titles.
- Officer qualifications.
- Election and appointment procedures.
- Term and term limits.
- Procedure for removing an officer.

### Membership

- Eligibility requirements.
- Membership classes.
- Dues structure (not amounts).

### Meetings

- The procedures for the meetings of directors, officers, committees, and members.
- Place for meetings, including virtual options.
- Notice of meetings.
- Appropriate conduct.
- Procedure for special meetings.

## Voting

- Who is entitled to a vote.
- Matters that require a vote.
- Voting procedures, including voting by proxy.
- Quorum requirements.

## Changes

- Procedure for adopting, amending, or repealing bylaws.

## Other Considerations

- Review your bylaws to ensure they do not conflict with [NAHB Bylaws - Approved Feb. 29, 2024](#).
- Keep your bylaws current by reviewing them regularly.
- Keep your bylaws flexible. For example, keep a range for the number of board members or number of annual meetings rather than a precise number. Bylaws should provide an outline of the governance structure but also allow flexibility.
- Reserve the details for policies, including dues amounts and operation of committees.
- Although your bylaws do not need to be made public, make sure they are accessible to your members for transparency and accountability.



## ADDITIONAL RESOURCES

- Check with your state's Secretary of State's office. They usually have sample templates and resources for your state: [Secretary of State \(SOS\) Websites for All U.S. States | Active Filings](#).
- The American Society of Association Executives (ASAE), an organization focused on association management: [Welcome to ASAE — American Society of Association Executives \(asaecenter.org\)](#).
- BoardSource: [Nonprofit Board Resources | BoardSource](#).