

Drafting and Revising Nonprofit Bylaws: Common Pitfalls and Best Practices

Thursday, November 21, 2013

1:00 p.m. ET

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Introduction

- State Nonprofit Status v. Federal Tax-Exempt Status
- Hierarchy of Governing Law
- Corporate Separateness
- Which State of Incorporation?



Considerations Regarding Process for Updating Bylaws

- Process for Updating Bylaws – Timeline
- Use of Bylaws Committee and Legal Counsel
- Required Approvals



Common Bylaw Pitfalls

1. Use of State Forms
2. Not Ensuring Consistency with Other Governing Documents/Regulatory Requirements
3. Failing to Consider Political Considerations
4. Forgetting to Build in Flexibility
5. Procedural Holes
6. Not Adequately Providing for Amendment
7. Kitchen Sink Approach



Provision-By-Provision Guide

1. Name
2. Purposes
3. Membership Categories
4. Membership Approval
5. Membership Termination



Provision-By-Provision Guide

6. Membership Action without Meeting
7. Board Composition
8. Board Appointment / Election
9. Board Removal
10. Board Quorum / Action



Provision-By-Provision Guide

- 11. Officers
- 12. Committee Structure
- 13. Designated Body
- 14. Limitation of Liability
- 15. Indemnification



Provision-By-Provision Guide

- 16. Rules of Procedure / Parliamentary Authority
- 17. Approval of Fundamental Transactions
- 18. Bylaw Amendment



Special Topic – Chapter Structure



Policies & Procedures

- Which policies and why?
- Conflict of Interest Policy
- Compensation Policy
- Whistleblower Protection Policy
- Document Retention Policy
- Joint Venture Policy



Questions?

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