

# Drafting Bylaws

Your bylaws are the rules for governing the affairs of the clinic, and will be consulted frequently by the Board and staff. They should be clear, easy to understand, and consistent with state law and the Articles of Incorporation. The bylaws should provide enough information to allow the Board to act within its legal parameters, but not be so detailed and specific that the bylaws have to be amended every time there is a small governance change. The bylaws should not be a policy manual; the policies will be a separate document, and will be developed after the bylaws are written.

Your state may have a template for organizing your clinic's bylaws. You may also want to review the bylaws of other agencies, as there are many examples of bylaws on the internet. Your state may also have rules governing the composition of the Board of Directors and other information contained in the bylaws. Many articles may have numbered subsections.

## Suggested Formats for the Bylaws' Articles:

- Name or Offices – this section will contain the registered name, and state that the organization is a nonprofit corporation incorporated under the laws of the appropriate state. It will give the address of the registered office, and may include a statement to the effect that there may be designated offices in other locations. (For further guidelines on choosing a name, refer to the Communications/Marketing Section at the end of this module)
- Purpose – this section states the mission and vision of the clinic, and will restate the purpose as set out in Section 501(c)(3) of the Internal Revenue Code. It will give a brief description of the clinic, i.e., to provide healthcare to low-income, uninsured individuals, etc. This description should be broad enough to encompass possible future changes in focus, particularly as the era of health reform advances.
- Membership – this may be simply a statement that the membership shall consist of a Board of Directors. If there are members, i.e., member churches, the requirements will be addressed in this section.
- Board of Directors –

- Elections and terms – There may be a section regarding the founding Board and officers, its term, and the first Board election. Terms should be set up to be staggered, so that there are experienced directors on the Board at all times.
- Board size – most states require a minimum number of directors. Normally your Board size will be from 8–15 members. The larger the Board the more difficult it is to conduct business in the Board meetings unless most of the work is done in committees, and the agenda is well managed to fit within the meeting time frame. Remember, committees may be comprised of Board and non-Board members.
- Terms – The term of service and eligibility will be spelled out here. Some state laws may regulate the term limits of Board members. Typical terms of office are three years, with a maximum of two consecutive terms. Individuals may be again elected to the Board after a one year hiatus.
- Removal, Resignation, and Vacancies – the removal statement normally relates to excess absences at Board meetings, such as “if a member misses three consecutive meetings, the Board member shall/may be terminated.” It should also contain a statement related to removal for other reasons, such as the requirement that two-thirds of the Board vote for removal. Normally resignation from the Board must be in writing. There should be a statement regarding the process for filling Board member vacancies after a resignation or removal.
- Meetings and Notice – states the frequency of meetings and how members will be notified of meeting time/location/business. Balance should be sought between the number of meetings required to conduct Board business and the demands on time for volunteers.
- Board elections and election procedures – states when the nominating committee will commence work, when the elections will be held, and the election process.
- Quorum – States what percentage of Board members or the number of Board members that must be present to conduct official business. This item must be carefully considered as no business can be conducted if there is not a quorum. It is recommended that 50 percent be the maximum percentage for a quorum; it may be lower.

- Special Meetings – a statement related to the process for calling a special meeting, i.e., can the Board chair call a meeting or a certain number of Board members, and the notification procedure.
- Officers and Duties – contains the title of each officer and a description of the position’s duties. This section should designate who will elect officers and their terms, and how they can be removed.
- Committees – this section names each committee, defines its duties, states how committee members are appointed, and to whom the committee reports. Limit this section to permanent standing committees. Special ad hoc committees may be later appointed based upon organizational needs.
- Miscellaneous – this may contain such items as the designation of the fiscal year, meetings by telephone conference, electronic or other remote communications technology, etc.
- Amendments to Bylaws – the procedure for the amendment of the bylaws.  
Dissolution of the corporation – the procedure for disposing of the assets of the corporation in the event that it should be dissolved.

Remember, your organization’s bylaws determine how your organization is governed and behaves. They should be updated and changed as the organization grows and changes.