

Nonprofit Boards & Bylaws Part VIII: Bylaw Amendments

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Join Carter Ledyard and management consultants [Plan A Advisors](#) on a lively exploration of nonprofit boards and bylaws. This multi-part series will help nonprofit executives and board members consider revisions and amendments to make your bylaws more congruent with the way your nonprofit actually operates, improve governance, and ensure compliance with current law.

This series is designed to offer principles of broad applicability, but laws vary by state, and what is best for your organization will depend on your unique circumstances. We encourage you to consult with an attorney who practices law in the state of your organization's incorporation. This series is not legal advice.

NOTE: Some portions of this series may not apply or may apply differently to a membership organization, meaning one with both a board of directors and a separate class or classes of voting "members." In a membership organization, the members have certain governance rights, such as the right to elect directors and officers or to amend the bylaws. If yours is a membership organization, feel free to contact us to discuss those differences.

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Making amends. Bylaws should contain the prescription for their own amendment. If they do not, the organization will need to identify and follow the rules regarding amendments contained in the law of the state in which it is incorporated. Typically, bylaws require that proposed amendments be circulated in advance of a vote: it is best to circulate the text of the proposed changes with the notice of the meeting where the amendment will be considered. Because bylaws are so important to the functioning of a nonprofit, it may be wise to require that changes be approved by a super-majority, particularly in nonprofits with a small number of board members. (For example, an amendment might require passage by vote of 2/3 of the board.) The board, its Governance & Nominating Committee, or a special committee appointed by the board should review bylaws periodically and work with counsel to consider changes that improve the way the board operates or that bring the bylaws into compliance with changes in state law.

Subtract or add? One size does not fit all when it comes to whether the bylaws should contain all of the governance rules of the organization, whether the rules should be detailed or general, and/or whether certain rules and functions should be contained in documents other than the bylaws. The answer will usually depend on the size and complexity of the organization. Unnecessary detail should be avoided, and it may be advisable for the board to address certain matters in policies and manuals, rather than in the bylaws. These policies and manuals can be developed by the board or various committees. So long as they are consistent with the bylaws, these ancillary documents are a useful way to regulate aspects of the nonprofit's governance while keeping the bylaws a reasonable length. (It is also easier to amend or update a policy that is subject to periodic change if it is not included in the bylaws.)

Starting from scratch. If your bylaws are antiquated, contain details that don't reflect how the organization operates, and/or describe a board structure that doesn't exist in practice, it may be advisable to start from scratch. There may be the temptation, particularly for small organizations, to enact off-the-shelf bylaws that are available online, but it is best to consult with counsel. While your nonprofit may be starting

from scratch, your attorney will not be. They will likely have good examples from similar nonprofits to build on, and this should make the process easier and less costly. Since bylaws are the rules that govern the essential work of the board, define who has power and how decisions must be made, it is vital that the bylaws reflect the actual operations of the organization and comply with the law and best governance practices.

Finish the job. After an amendment has been approved by the board, ensure that approval is properly reflected in the meeting minutes, and that an “as adopted” copy of those amended bylaws, showing the date of adoption, is filed with the corporate records.

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Other publications in this series:

[Boards & Bylaws Part I: All About Bylaws | Carter Ledyard & Milburn LLP \(clm.com\)](#)

[Boards & Bylaws Part II: Mission and Board Role | Carter Ledyard & Milburn LLP \(clm.com\)](#)

[Boards & Bylaws Part III: Board Membership and Terms | Carter Ledyard & Milburn LLP \(clm.com\)](#)

[Boards & Bylaws Part IV: Board Meetings | Carter Ledyard & Milburn LLP \(clm.com\)](#)

[Boards & Bylaws Part V: Officers | Carter Ledyard & Milburn LLP \(clm.com\)](#)

[Boards & Bylaws Part VI: About Committees | Carter Ledyard & Milburn LLP \(clm.com\)](#)

[Boards & Bylaws Part VII: Core Committees | Carter Ledyard & Milburn LLP \(clm.com\)](#)

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