

Nonprofit Boards & Bylaws Part VI: About Committees

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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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Committee functions. The real work of a high-functioning board often happens in committee. But which ones and how many? Bylaws typically describe how a board may establish committees and delegate responsibilities to them (as well as a handful of responsibilities that must remain with the board and may not be delegated to a committee of any kind), and may enumerate a core group of committees, such as Executive, Finance, Audit, and Governance & Nominating. Laws differ from state to state on the nature and composition of committees, but, in general, committees with the authority to bind the board may only include voting members of the board while other committees may include non-board members. In New York, for example, the law distinguishes between "Committees of the Board" (which can bind the board and must consist solely of voting board members) and "Committees of the Corporation" (which do not have the authority to bind the board and may include non-board members). In some states, an Audit Committee must be comprised of people who are not directly involved with the organization's finances. Good bylaws are written with an economy of required committees and the flexibility for a board to create and dissolve committees to meet current needs. Committees may also have a fully fleshed-out and board-approved charter, even if bylaws offer some overview of their responsibility, so their jurisdiction and authority is clear.

How many is too many? High-functioning boards operate best with an economy of committees for several reasons. Each committee should be effectively staffed and supported to do its best work; having too many committees may overwhelm the organization's staff. Each committee should be populated by members who have sufficient time and interest to devote, which means board members should not be required to serve on more than one or two committees (though some may be allowed to do so if they wish). The size of the board may necessarily limit the number of board committees possible.

Who gets to serve? In general, committees with the authority to bind the board (e.g., by hiring an auditor or authorizing litigation on behalf of the organization) may only include voting members of the board (though others may be nonvoting or advisory members), while other committees may include non-board members.

Committees that are open to non-board members can help bring a welcome diversity of thought, experience and expertise to discussion and debate. They can also serve to interest and test prospective members before they are elected to the board. Note that non-board member staff can serve on certain committees but not as voting members of any that make binding decisions for the board.

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

[Boards & Bylaws Part VIII: Bylaw Amendments | Carter Ledyard & Milburn LLP \(clm.com\)](#)

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