

Composition of Governing Documents

In defining the structure of the organization, most governing documents include the following topics:

1. Name
2. Purpose
3. OSU Non-Discrimination Policy
4. Members
5. Officers
6. Advisors (only required for SSOs)
7. Meetings
8. Procedures for Removing an Officer and/or Revoking Membership
9. Methods for Amendments
10. Parliamentary Authority

Depending on the size of the organization and what it does, other topics may be needed. This is the basic structure for an organization, and putting these items in the governing documents saves the organization time.

FOR Example:

- If there were no provision for meetings or committees, the assembly would have to make and adopt a motion every time it wanted to meet as an assembly or create a committee.
- If there were no provision for an executive board, the organization couldn't have one.
- By outlining the rules and requirements of members and officers, governing documents allow members a level playing field.

In drawing up governing documents, the first things an organization needs to decide are the organization's purpose for existing and who will have the power to make decisions. When these things are known, the following categories are easy to fill in with specific details.

Article I. Name

If an organization is incorporated, registered with the IRS or has other governing documents that state the organization's name, make sure that they agree.

Article II. Purpose

The purpose should be concise and state why the group exists and what it is organized to do.

Article III. Members

This article usually has several sections that define who the members are, dues, and responsibilities.

Section 1. Classes of members.

Does your organization recognize various classes of members - active, inactive, associate, honorary, etc? Here you should define the distinctions between these classes. Some classes of members may have more rights at meetings than others. Be sure to include how one becomes a member of each class and if there are limitations on the number of members of each class. OSU policy limits full membership in a recognized student organization, to currently enrolled OSU students. If member classes are created for non-OSU students, be sure to indicate that those members may not hold voting rights or hold office with the student organization.

Section 2. Eligibility for membership.

How does someone apply to be a member? Is there a test, a list of demands, or proficiency in a certain area that applicants must meet before they can apply? Are there other restrictions on who can join? An organization may not violate the University's nondiscrimination policy when determining membership eligibility. The following statement must be included in the organization's governing documents:

"Membership shall not be denied to any student on the basis of age, color, disability, gender identity or expression, genetic information, marital status, national origin, race, religion, sex, sexual orientation, or veteran status"

Section 3. Dues or fees.

This section states the organization's dues structure, including the specific amount of dues. If dues are \$45 a year, for example, only amending the document can change this fee. This section also states when the dues are to be paid, when they are considered delinquent, to whom one pays the dues, what the procedures are for dropping a member for non-payment of dues, how a member can reinstate their self, and any fines for late payment of dues.

Section 4. Membership requirements.

Governing documents should define any requirement for staying a member. For example, some organizations have an attendance requirement. Other organizations may require that members serve on committees, attend regional conferences, or take educational classes.

Section 5. Disciplinary procedures.

Disciplinary procedures concerning members should be carefully thought out and written. Most parliamentary authorities include a chapter on this subject. Leaving discipline to the parliamentary authority instead of putting it in the governing documents may be wise.

Section 6. Resignation.

Some organizations have a provision explaining how to withdraw from the organization, as well as returning in good standing.

Article IV. Officers &

This article lists all the officers in the organization, the duties of each office how officers are nominated and elected, and how to fill vacancies. The governing documents should list officers in the order of ranking.

Section 1. Name the officers.

The first sentence of this section should name the officers in order of ranking. For example, "The officers of the organization are a president, vice president, secretary, treasurer, and three directors." The section can then state that the officers are to perform the duties outlined in the constitution and parliamentary authority. If the duties for officers are numerous, put them in a separate article. Organizations must take care not to omit any duties in the governing documents because an omission can be interpreted to mean that a duty is not a requirement of that office. To solve this problem, the article can include the phrase "and such other duties applicable to the office as prescribed by the parliamentary authority adopted by the society."

Section 2. Nominations and elections.

This section should establish the nomination and election procedure. If a nominating committee handles nominations in the organization, the governing documents state who selects the nominating committee. The nominating committee is one committee that the president should not select or be a member of. It is usually best to have the members elect a nominating committee. This section of the governing documents should also state the duties of the committee. This section should also define how and when the election takes place, as well as describe the method of voting. Electing by ballot is usually best. If the governing documents do not provide for an exception to this method when only one candidate is nominated for each office, members must take a ballot vote. Some organizations state that if only one candidate is nominated, the members can take a voice vote. If the organization wants to take the vote by mail or e-mail or other electronic means, the governing documents must include this information. The governing documents must also state if the vote is something other than a majority vote.

Section 3. Eligibility.

The governing documents should state any eligibility requirements for each office. An organization may not violate the University's nondiscrimination policy when determining membership eligibility.

Section 4. Term of office.

The governing documents should state term of office, when the term begins and any term limits. If the governing documents do not state when the term begins, then as soon as officers are elected they take office. In the case of the president, as soon as the new president is elected, he takes over conducting the meeting. Instead of having this disruption, or having a newly elected president who is not prepared to preside, the governing documents should state that officers begin their terms

sometime after the meeting at which they are elected. The governing documents may also state that a person can hold the same office only a certain number of consecutive terms.

Section 5. Removal from office.

The governing documents should contain a provision for removing a member from office. The provision can state that removal can occur for cause and then name the reasons to remove someone, or the removal can occur without cause. Removal from office should require a two-thirds vote. If the governing documents state that a person shall hold office for a term of so many years or “until the successor is elected,” members can rescind the election. If the previous sentence says “and until the successor is elected,” the only way to remove a member from office is to have a trial. This section should outline the process for trial if applicable.

Section 6. Vacancies.

Including a section explaining how to fill vacancies is important. If an organization requires attendance at so many meetings, it may also include a provision for declaring a vacancy if an officer misses so many meetings. Because this is similar to removing someone from office, a two-thirds vote should adopt the vacancy declaration.

Article V. Advisor/s or Advisory Board

This article lists all advisor role/s with the organization, the duties of the advisor/s or advisory board, how the advisors are determined, and how to fill vacancies.

Section 1. Duties.

Organizations must take care not to omit any duties in the governing documents because an omission can be interpreted to mean that a duty is not a requirement of that office. For Sponsored Student Organizations, the University outlines the baseline duties and responsibilities of faculty advisors. That information is available online at - <http://fa.oregonstate.edu/sor-manual/300-role-responsibilities-advisors/302-department-appointed-advisor-ssos-and-sponsored>. Any additional duties should be outlined in this section.

Section 2. Nominations and elections.

This section should establish the process for determining how the advisor is selected. For SSOs, the department is responsible for appointing an advisor for the organization.

Section 3. Term of office.

The governing documents should state term of office, when the term begins and any term limits. The governing documents may also state that a person can hold the same office only a certain number of consecutive terms.

Article VI. Meetings

This article sets the day of the meetings, the quorum of the meetings, the business conducted at meetings, and any provisions for calling special meetings.

Section 1. Meeting days.

The very first section of Article V should state the day that regular meetings will be held. For example, “There will be regular meetings on the third Thursday of every month.” This section should

also state which meeting is the annual meeting. For example, “The annual meeting is held the third Thursday of April.” This section should also include guidelines concerning the business that members can transact at regular meetings and the annual meeting. For example, “At the annual meeting, members meet to conduct business, hear reports of committees and officers, and elect officers.” The governing documents must specify if members must be notified of meetings, the method of notification (mail, e-mail, fax, telephone, and so on), and the time of notification. For example, “The secretary will mail out a call to the meeting 10 days prior to the meeting.” The constitution and bylaws must also state if a vote other than a majority vote must adopt business.

Section 2. Quorum.

This section sets the quorum, which should be a number and not a percentage, for the meetings. The quorum should be the number of members that regularly attend meetings. For example, if an organization has 100 members and 20 members normally attend meetings, 20 should be the quorum. If the constitution and bylaws do not state a quorum, the quorum becomes a majority of the membership. However, members should not tie their hands by setting the quorum too high; if the quorum is set too high, nothing gets accomplished.

Section 3. Special meetings.

There are times when emergencies arise and members need to call special meetings. Members or officers can call special meetings only if a provision in the constitution and bylaws allows it. The constitution and bylaws should state who could call the meeting — officers and/or members. This section also states the procedure for calling the meeting. If the members want to call it, how many have to sign a petition to do so? If officers can call the meeting, who calls it and how? How many days notice do members need? Can the organization give the meeting notice by e-mail, fax, telephone, or mail, or a combination of all methods? The constitution and bylaws may state that no other business can be transacted except that for which the meeting was called. (This rule applies anyway, but having this in the constitution and bylaws is sometimes helpful because many people do not know this fact.)

Section 4. Cancellation of a regularly scheduled meeting.

Sometimes meetings need to be canceled because of weather or a national emergency. If the constitution and bylaws contain a provision for canceling meetings, it should indicate who is responsible for making the decision to cancel the meeting, how members are to be notified, and who has the right to reschedule the meeting.

Section 5. Electronic and other meetings.

If the organization wants to conduct any meetings by email, online chat room, phone, or video conferencing, the constitution and bylaws must state this information. The rules of order should outline the procedure for holding these types of meetings.

Article VII. Executive Boards

Article VI creates a board. If the constitution and bylaws do not have this article, the officers of an organization can't act as the board. This article tells who the board members are, how they are elected, the total number of board members, the regular meeting day, the duties of board members, the quorum for board meetings, and other important information. When writing this article, it is important to remember that the members can't revoke any duty specifically given to the board. However, if a duty hasn't been specifically given to the board in the constitution and bylaws, the membership can rescind it. If, for example, the constitution and bylaws state that the board shall sell or buy property, members can't complain if the

board sells property without consulting the members, because the constitution and bylaws give the board this power. If the constitution and bylaws don't give the board a specific power, members can rescind any such action. In the case of buying and selling property, the constitution and bylaws should address who has this power. To preserve democracy, the members should decide who has what power whenever possible. If an organization meets quarterly, the board usually does not have that much power. As you set up your organization, be careful not to tie the members' hands by giving the board too much power.

Section 1. Board composition.

This section specifies how many members are on the board and how they become board members. Is the board composed of the officers of the organization? Are they elected from the membership? Are they board members by virtue of holding some office in the organization or outside of it? For example, the president-elect may be a board member by virtue of their office, or the mayor may be a board member by virtue of their office.

Section 2. Meetings.

This section states how often the board meets, what the quorum is, and what voting requirements are (if not a majority vote). Can the board call a special meeting? If so, who can call it? Who gives previous notice of the meeting? Can the notice be given by phone or e-mail? Can the board have e-mail meetings, telephone conference meetings, or video conference meetings? Are board meetings open to the membership? This section addresses all these issues. Include a provision for the board to change the day of the meeting if necessary. A note about majority vote: In small boards, stating that all business transacted requires adoption by a majority of the entire board may be wise. Doing so protects absent members. For example, say a board has five members. If the quorum is three, and only three members attend a meeting, all three have to agree on something before it is adopted.

Section 3. Removal from office and vacancies.

Can the board remove one of its members? If a member is absent several meetings in a row, can the board members declare a vacancy by a two-thirds vote? If a board member resigns, can the board fill the vacancy or does the membership need to elect another member? This section addresses all these issues.

Section 4. Duties.

Specifically state the board's duties in this section. If the board has the power to appoint committees, make sure to include this information. Other considerations Some additional questions to ask as you set up provisions for a board include:

- Can a board make its own rules, providing they do not conflict with the organization's other rules?
- Do board members serve as ex officio members of committees?
- Does the board have power to spend money, enter into contracts, borrow money, purchase, and sell or lease property?
- Can the board represent the membership in dealing with the public, government agencies, and related organizations?
- Sometimes boards have an executive committee. The structure and duties of the executive committee are included in a separate article and have similar provisions.

Article VIII. Committees

The constitution and bylaws identify all standing committees, which may include finance, auditing, program, social, and membership committees. This article states the number of members on each committee and describes the duties and responsibilities. It can also provide for rotation in office by indicating how long a person can serve on a given committee. Likewise, it should provide for the appointment of special, or ad hoc, committees. This section should also state who fills vacancies and to whom someone submits a resignation. If there are eligibility requirements for certain committees, state them here. This article also indicates whether a committee has the ability to spend funds, and who gives it the authority to do so. Each standing committee should have its own section giving its name, composition, duties, and manner of selection. If the president or another officer is to be an ex officio member of any committee, state this information here.

Article IX. Parliamentary Authority

This article states which parliamentary authority and which edition of the authority the organization uses. For example:

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the constitution, bylaws and special rules of order the organization may adopt.

Article X. Amending the constitution and bylaws

This article provides a means for making changes in the constitution and bylaws. Amending the constitution and bylaws should require previous notice and at least two-thirds vote of members present.

Other Constitution and Bylaw Provisions

- Organizations may need to have other articles in the governing documents to meet their needs. The information here is just a basic outline for all organizations. Other clauses that your organization may want to include are:
 - A dissolution clause, which states what happens to the money or any property that the organization owns upon dissolving.
 - When writing governing documents, keep the language simple and straightforward. Do not use legalese or duplicate words with slightly varying shades of meaning like “null and void” or “confirm and ratify.”
 - Write each sentence so that it is impossible to quote out of context. The complete meaning should be clear without making the reader refer to preceding or following sentences. Include exceptions or qualifications within the sentence to which they apply.
 - When an organization is brought into existence, the first governing documents should be simple and to the point and should include only what is necessary to begin functioning as an organization. As the organization grows and problems arise, the organization can amend the governing documents to meet its needs.
 - Foreseeing all the problems that will arise or how the organization will develop is impossible. Therefore, members should periodically review their governing documents to see if they need changed. Reviewing the governing documents is an opportunity for members to be honest with themselves about whether the governing documents meet the organization’s current needs.
 - Proposing amendments can usually solve most bylaw problems. However, over time an organization may make so many changes to the governing documents that a complete revision of the current governing documents is necessary.

