

Bylaws are not a favorite topic of board discussion. Most boards rarely pay attention to them, a fact that can add fuel to the fire in situations of conflict over governance issues. In fact, in most clubs the only time bylaws are looked at is when there is a problem (and oftentimes that is too late).

Bylaws have three major functions:

1. They determine the club's structure.

- Does it have members?
- What are the responsibilities of officers?
- How are board members selected?
- Who has the authority to hire/fire the head coach?

2. They determine the rights of the people involved in the structure.

- What are grounds for removal from office?
- Are board members entitled to indemnification?
- Can a family/swimmer be asked to leave the team? By what process?

3. They determine procedures by which rights may be exercised.

- How will members be notified of meetings?
- Can meetings be held via conference call?
- Can elections be held by mail? Electronically via the internet?

Bylaws are required for incorporated clubs. They need to be consistent both with state laws and with the club's articles of incorporation. In general, the "Articles of Incorporation" are more general and more official (it is filed with the state as part of the club's application for tax exemption); bylaws are more specific to board and club operations and more internal. Board resolutions concerning governance issues may be even more specific than the bylaws. Bylaws can be amended more readily than the articles of incorporation, and board resolutions are even easier to change.

A club is obliged to function in accordance with its bylaws. Because circumstances change and clubs need to adjust and grow, it is necessary for boards to review their bylaws from time to time to ensure that they reflect the structure that will best serve the club's purposes at the time.

Bylaws should be reviewed periodically (at least once a year) and revised when necessary. Nonprofit governance literature suggests that bylaws should be written in "plain" English, gender neutral and should try to be two to three pages in length.

In reviewing its meeting cycle and changing its existing committee structure, a club is legally obligated to follow its bylaws, which include specific criteria on board structure and composition. All decisions made and actions taken by the board should be considered against the framework of the current bylaws.

Taken from the "Club Leadership Development Notebook" a publication from *BoardSource* created specifically for USA Swimming. For more information about *BoardSource* write to 1828 L Street NW, Suite 900, Washington, DC 20036-5114. Telephone (202) 452-6262. Fax: (202) 452-6299, email: mail@boardsource.org, website: <http://www.boardsource.org/>. Copyright 2000. Used with permission.