

Organizational & Governance Best Practices for Boards: Bylaws, Operational Standards, Committees, and More

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- ▶ Cedar Rapids Public Library Foundation
August 21, 2024

This presentation includes content originally presented in a United for Libraries webinar on May 8, 2024.

Today's Agenda

Bylaws

Operational Standards

Committees

Policies

Bylaws vs. Operational Standards

Bylaws:

- ❖ Board & Membership Vote Required
- ❖ Outlines Purpose, Structure, etc.
- ❖ Rules/Policies You Can't Break

Operational Standards:

- ❖ Flexible Guidelines
- ❖ Covers Day to Day Procedures
- ❖ Often longer than bylaws

Bylaws Include

Mission, Purpose.
The WHY

Officers and their
duties, Number of
board members, Types
of board members.
The WHO

Meeting Requirements,
Quorum, Amendments,
Standing Committees.
The HOW

Bylaws: The WHY

Mission:

- ❖ Why was the organization or entity created?
- ❖ What does the organization aim to accomplish?

Purpose:

- ❖ Who does the organization serve?
- ❖ Charitable, Governance, Advocacy?

Bylaws: The WHO

Officers:

- ❖ Who really needs to be an Officer?
- ❖ Do Committee Chairs need to be Officers?

Board Members:

- ❖ Who is eligible to be a board member?
- ❖ Do you have types of representatives?
- ❖ Can all of them vote? Emeritus?
- ❖ How many board members?

Bylaws: The HOW

Meetings:

- ❖ How often or how many are meetings required?
- ❖ How much notice is required before meetings are called?

Board Decisions/Amendments:

- ❖ Quorum – the number of members present at the meeting for a valid vote.
- ❖ How are board members allowed to vote?
- ❖ Defines how bylaw amendments can be made.

Standing Committees:

- ❖ What committees are required to conduct business?
- ❖ Finance, Executive, Policy, Advocacy

Bylaws Reminder

Outlines Finite Purpose

Usu. Required by State/Feds

Rules for Structure

Changes Require Full Vote

Indemnification Clause

Operational Standards Include

All Committee Charges,
Officer/Board Member
Job Descriptions, Ad Hoc
Committees and Task
Forces

Policies and Procedures:
Expense Reimbursement,
Document Retention,
Confidentiality, Gift
Acceptance, Investment
Spending

Templates for Agendas,
Roberts Rules,
Requirements for
Meeting Minutes,
Member Orientation
Practices

Operational Standards

Job Descriptions:

- ❖ As a board member
- ❖ As a committee chair
- ❖ As an officer

Committee Charges:

- ❖ What is job or role of each committee within the organization?
- ❖ What are the goals for each committee?

Ad Hoc Committee/Task Force:

- ❖ Usually has a finite function that has a start and end.
- ❖ Needs to have job description with goals, and can be created by the Chair or Exec Committee.
- ❖ Short-term only; should not be ongoing or perpetual.

Operational Standards

Policies Overview:

- ❖ Are in place to protect the organization and its employees, members, patrons, etc.
- ❖ Serve as point-in-time guidance on day-to-day operations or business.
- ❖ Can address both internal and external audiences or stakeholders.
- ❖ Should be reviewed on a regular basis.

Operational Standards

Processes:

- ❖ What should a meeting agenda include?
- ❖ Does your board follow Roberts Rules of Order for meetings?
- ❖ How often should committees meet? Are minutes required for all committees?
- ❖ What does onboarding look like?
- ❖ How do you hire staff? Recruit volunteers?

Standing Committees

Executive Committee

Finance Committee

Personnel & Policy Committee

Nominating Committee

Others?

Other Committees

Fundraising Committee

Membership Committee

Book Sales Committee

Governance Committee

Marketing Committee

Board Policies

Confidentiality
Conflict of Interest
Board Member
Responsibilities

Document Retention
Investment
Investment Spending
Gift Acceptance

Trustees:
Collection Development,
Reconsideration,
Removal, Programs,
Public Art, Privacy,
Intellectual Freedom...

Board or Organization Procedures

Expense Reimbursement

Handling Media Inquiries

Mailing to Members/Patrons

Authorized Signors for Org

Cash Management Processes

Questions & Answers

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