

A Nonprofit Management Lesson from Old Maid

By Eileen Setti

It was a few days after Christmas. Some of the toys that our children had received were already broken or lost. We were all wearing new clothes. The four of us sat down for a good old fashioned game of Old Maid. I was prepared to win. It had been awhile since we last played Old Maid. In fact, it had been so long, we forgot the rules. Can you draw a card from anyone's hand (trying desperately to avoid that hag, The Old Maid), OR do you always draw from the hand to your right? This was vital to how our game would proceed (you see, my husband was prepared to win too). After much deliberation and consulting the rules, we learned that you always draw from the hand to your right.

There is nothing more vital to the management of an agency than its bylaws. But, if we surveyed board members from around the country, I bet they would rate the bylaws as one of the most unappealing documents related to their organization.

That assumption is wrong. Bylaws are not just rules, but the strategic boundaries for your organization. Bylaws are exciting!

Every (hopefully) nonprofit corporation has a clause in their bylaws stating the number of directors that can serve on the Board. That's good, and we need that number. But what we fail to see is that it's not just the number that is important, it's the strategic boundary that the number represents. The question for the Board to consider is--how many directors does this agency need to represent the skills and connections to fulfill our mission?

Here is another example using the Executive Committee. The bylaws don't merely state who is on the Executive Committee. The strategic boundary that the rule addresses is--how much power are we going to give to a small number of individuals on the board, what kind of decisions can they make in the absence of the full board, and in what circumstances can those decisions be made? Or, do we even need an Executive Committee?

The bylaws set your strategic boundaries. Thankfully, those boundaries can be changed. Before I work with a board, I always ask for the most recent copy of their bylaws. I usually get a very dusty version! I preach to boards that they must follow their bylaws, and they usually cringe. But, when I announce that all rules were made to be broken, they perk-up. The law states that a nonprofit corporation must be governed by bylaws—the law does not state that those bylaws can never be changed. If you need more board members to serve on your board to fulfill your mission, then change your bylaws. If the Executive Committee has become too powerful in your organization, take away their power in the bylaws.

The bylaws must be utilized at every board meeting. Every board member should be familiar with the bylaws. And most importantly, if an amendment needs to be made, do it!!

Think of it this way—what if the United States did not have a Constitution that was utilized in government, and, what if the US Constitution could never be amended?

By the way, I lost the hand of Old Maid, but redeemed myself at Go Fish.

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