



Constitution/Bylaws

The Constitution/Bylaws of an Association provides a road map that a Provincial Sports Organization voluntarily adopts and agrees to follow in order to reach a desired destination, effectively and efficiently. They are a set of guidelines that specifically outline limits, boundaries and regulations by which an organization agrees to govern itself both internally and externally. This is very similar to the rules and regulations that govern the way a sport is played or conducted.

The Constitution/Bylaws can provide a concise clear-cut tool to guide the organization and help it attain its purpose. It helps eliminate confusion in conducting the day-to-day affairs of the Provincial Sport Organization.

Sport Resource Tool: Drafting and Revising Bylaws a guidebook prepared by the Board Development Program of Alberta Community Development & published by the Muttart Foundation available from Sport Manitoba's Resource Library: http://www.cd.gov.ab.ca/building_communities/volunteer_community/resources/index.asp

Constitution or Bylaws, is there a difference?

A Constitution, also known as the first or primary bylaw provides a structure for subsequent bylaws to enable the "day to day" procedures where they are required. It is the framing document setting out who you are and what you are about. The Bylaws then form a rulebook for guiding the process. They describe your governance structure, rights of the membership, and the basics of who does what. (adapted from a presentation by Rachel Corbett)

FACT: In Manitoba, under the Manitoba Corporations Act, Corporations are not required to have bylaws.

What should your Constitution/Bylaws say?

Each Provincial Sport Organization has unique needs and circumstances and therefore should have a distinctive set of bylaws. The subjects that comprise bylaws tend to be similar from one organization to another. The ways in which these subjects are dealt with will differ in each organization depending upon its needs.

The following are subjects commonly addressed by bylaws. The accompanying questions should be answered by the bylaws. (Adapted from: The Fundamentals of Effective Board Involvement, Big Brothers, Big Sisters of Canada and Mentoring Canada)

- ▶ **Introductory Articles**
 - What is the organization's name?
 - What are its objectives (mission or activities it pursues)?
 - What is the purpose of this document?
 - What are the definitions of the terms used in this document?
- ▶ **Membership**
 - Who are the members of your organization?
 - How do they become members?
 - What are their membership rights?
 - How could they be expelled from membership?
- ▶ **Meetings of the Membership**
 - What are the procedures for annual meetings and other meetings of the membership?
 - What constitutes a quorum at a meeting?
 - How is voting conducted at a meeting?
 - How much notice is required for meetings?
- ▶ **Board of Directors or "Government"**
 - How is the Board elected?
 - How many directors are to be elected?
 - What are the directors' terms of office?
 - What are the powers of the Board and directors?
 - How are vacancies filled?
 - How are resignations and expulsions handled?
- ▶ **Officers**
 - Who are the officers of the board?
 - How are they appointed/elected?
 - What are their duties and powers?
- ▶ **Dissolution**
 - What is the procedure for winding down your organization?
 - What happens to the organization's assets upon dissolution?
- ▶ **Amendments**
 - What is the procedure for amending the Constitution/Bylaws?
- ▶ **Administrative & Financial Matters**
 - Who are the organization's auditors?
 - Who are the organization's signing authorities?
 - What is the organization's fiscal year?
 - What rules govern depositing and borrowing money?
 - What rules are used to conduct business and maintain order?

Tip: In addition to reviewing your Constitution/Bylaws at least once a year, amendments should be noted on the covering page of the documentation. At minimum, dates of the amendments should be noted.

How do you achieve a good set of Bylaws?

- ▶ Plan:
 - Develop an outline of the rules and regulations you want your bylaws to contain.
 - Keep in mind any legal requirements (Corporations Act of Manitoba) and requirements of funders.
 - Sequence the rules and regulations so that they flow logically from one area to another.
- ▶ Be Clear:
 - Bylaws must be stated clearly.
 - Remember they are the rules governing your association and form the basis for decisions or dealing with conflict.
 - Unclear bylaws may contribute rather than help resolve a difficulty or conflict.
- ▶ Provide Definitions:
 - Define all terms you are using, including acronyms.
 - Put a glossary at the beginning of the bylaws.
- ▶ Plain Language:
 - Use short sentences, 8 – 15 words in length.
 - Use short paragraphs, 2 – 5 sentences in length.
 - Use point form to break up longer paragraphs.
- ▶ Numbering:
 - Number each separate paragraph.
 - Use any well-ordered numbering scheme. eg. for example, paragraph 5.5.6 is unique.

Did you know? A search on “Google” using the phrase “How to write a Constitution/Bylaws yields over 25,000 hits.

Publication of the PSO Unit

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