

April 28,2023

Dear CPC Members,

This year the CPC Board delegated taking a deep dive into our bylaws to a special committee made up of Aidan Albano-Bachtell, Karen Lee Larson, Sonya Ochshorn, Deb Olson, Josh Olson and myself. Eddie and Chris were staff representatives as well.

The committee proposed changes to the CPC Board who vetted and approved these proposed changes that are coming to you the members.

The changes are pretty major in organizational structure. The restructuring was to help with reading ease and have sections that are in line with nonprofit bylaw structures.

[The presentation](#) of the proposed bylaw changes includes the 2018 bylaws, the proposed bylaws and a summary of changes with no markings and possibly more importantly a redacted version color coded also with a summary all [uploaded on the website here](#). *The summary gives the overview of what really has been changed, versus just restructured,* and I have color coded it so if you wish you can review just the added, changed and clarified items.

As our membership meeting is quite full, we will be scheduling two open question and answer calls so you can ask what you need to in advance of the meeting. Please consider reading the bylaws and bringing your questions to one of these virtual calls sometime during May 20-22, 2023 time frame.

Below is the framework the committee used for evaluating the bylaws. You may find this helpful when reading through them to ask if the bylaws meet these objectives.

See you at the May membership meeting!

Romy Fitschen
2022-2023 Board Chair

Framework for proposed changes:

- The bylaws are the main governing document for a nonprofit organization. They raise the level of accountability, transparency, and effectiveness of the organization, to foster excellence in their service and inspire trust.
- The purpose of the bylaws is to guide the nonprofit board's actions and decisions.
- They are helpful in preventing or resolving conflicts and disagreements.

- They can protect the organization from potential problems by clearly outlining rules around authority levels, rights, and expectations.
- In a membership organization the bylaws are also an agreement between the members and the board and establish the limits of the board. In other words, the Board has authority over anything not in the bylaws, and the board also has authority to give that authority to the Executive Director.
- The CPC Board has an accepted governance policy document that delegates authority they have to the ED, staff and committees or volunteers.
- There are a few items that must legally be within the bylaws: amendment and dissolution, board make up and at least a chair, secretary and treasurer as officers.
- Best practice is to not include information that changes often, but rather set the authority and boundaries of who decides on that information.
- When writing nonprofit bylaws, the difference between the words “shall” and “may” is crucial. Use the word “shall” when it’s something board members are required to do. Use “may” when the task is optional.

Excerpts from <https://boardsource.org/resources/nonprofit-bylaws/>