

Understanding the



Constitution & By-Laws

What is a Constitution (A.K.A. Charter)?



- A constitution contains the fundamental principles that outline the purpose, structure, and limits of an organization.
- Essentially, the constitution provides a foundation upon which an organization operates.
- In other words, it is a set of written rules or an agreement **governing the aims of an organization, how it will be run and how the members will work together.**
- **Group vs Association**
- **The moment your group starts to progress and begins to deal with finances or tries to raise money, a formal statement documenting decision-making processes, responsibilities and rules for all taking part within the group's activities becomes essential.**

Paramount Importance of a Constitution



- without a written understanding, people may become confused and things may not get done;
- a constitution **acts as a point of reference** and help resolve many problems or controversy that may arise;
- it reassures the public and funding bodies that your group is properly run and that money is effectively managed;
- it illustrates that your group is **democratic and accountable**, with clear methods by which decisions are made.

What are By-Laws?



- By-Laws are the **rules that govern the internal management of an organization.**
- They regulate its affairs and the behavior of its members.

In Other Words...



- **By-Laws govern all non-profit organizations.** The By-Laws direct their meetings, the topics of their meetings, and how to conduct their meetings.
- They set the **foundation for the policies and procedures** of the organization.
- There is sometimes a resistance to wholesale changes in By-Laws because of the importance of continuity and tradition to a nonprofit organization. However, few organizations can afford to remain static over the years and often find themselves with different needs than they had at their founding. Hence the importance of continual review.

Standing Rules

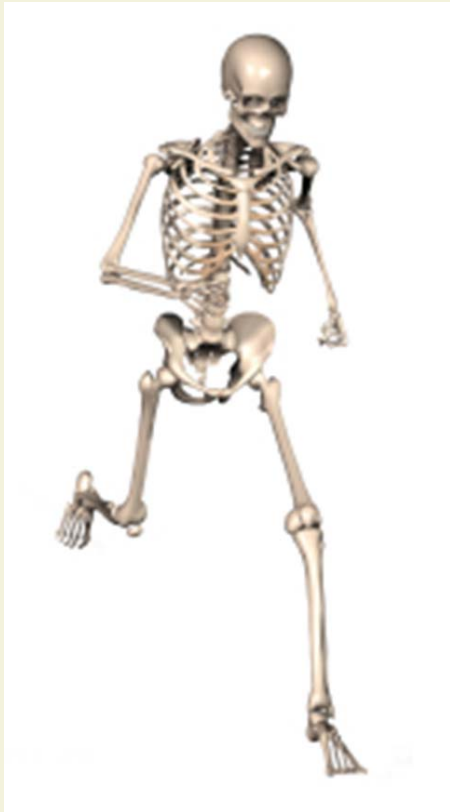


- Standing Rules are **rules that relates to the details of the administration of an organization;**
- They can be adopted or changed at any of the organization's meetings;
- Standing rules can be suspended by a majority vote for the duration of a meeting, but not for longer;

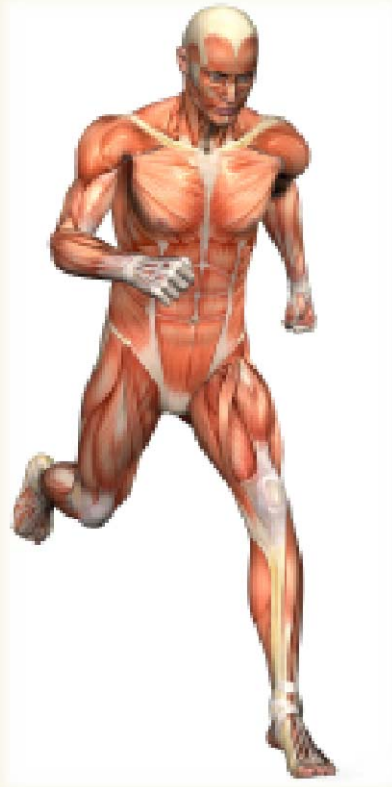
In Pictures



Constitution



By-Laws



Standing Rules



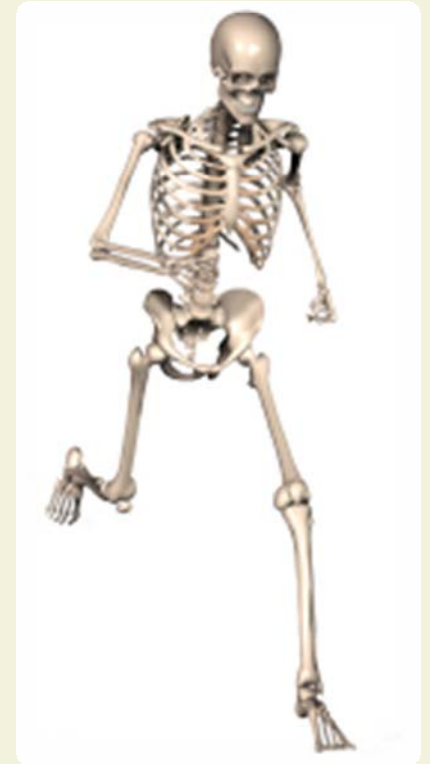
A Constitution is just like a skeleton



If you think of a constitution as a skeleton, you can then remind yourself that it only contains “The Bones”. It’s the foundation on which everything is attached. Nothing of a temporary nature should be placed in the Constitution.

It should only contains those 5 elements:

- (1) Name and object of the society.
- (2) ***Powers***
- (3) Qualification of members.
- (4) Officers and their election.
- (5) Meetings of the society (including only what is essential, leaving details to the by-laws).
- (6) How to amend the constitution
- (7) ***Provision for dissolution***

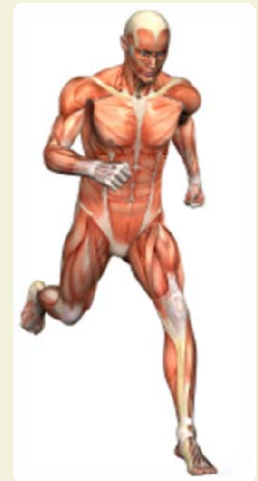


The By-Laws are just like muscles



By-laws should include **all the rules that are of such importance that they cannot be changed in any way without previous notice**, except those placed in the constitution and the rules of order. By-Laws are the muscles: holding everything together and allowing the good function of the organization.

- By-Laws, just like the constitution, can only be changed at an Annual General Meeting, with Prior notice to the membership.



The Standing Rules are just like clothes



- Standing Rules are rules that are set to facilitate the daily administration of the organization;
- Standing Rules are like your favorite clothes: You want to wear them all the time, but they can be changed to suit your needs.



- They are not as rigid as the Constitution or By-Laws:
- They can be changed at any regular meeting by a majority vote;

Still not clear as to By-Laws and Standing Rules?



- The key differences between By-Laws and Standing Rules relate to their scope and effect.
 - "Robert's Rules of Order" explains:
 - By-Laws "should include all the rules that are of such importance that they cannot be changed in any way without previous notice,"
- while
- Standing Rules "should contain only such rules as may be adopted without previous notice by a majority vote at any business meeting."
- ✦ At the core, bylaws are designed to be primary and procedural, while standing rules are specific and administrative.

Constitution



LONG-TERM DECISIONS

STEP-BY-STEP

Constitution



- Defines the structure of your organization;
- Establishes, among other things, the number of directors, their length of term and the powers and duties of your executive;
- Details all of the procedures for your organization, from how minutes are entered and distributed, to how votes are conducted.
- Credibility

What is in a Constitution



1. Name and objects/aims of the society;
2. Powers;
3. Qualification of members;
4. Executives/Officers and their election.
5. Meetings of the society;
6. Finance;
7. How to amend the constitution;
8. Provision for dissolution.

➤ All these should be as succinct as possible, including only what is essential, leaving details to the by-laws.

IMPORTANT NOTE



ALTHOUGH EVERY CONSTITUTION IS DIFFERENT, IT SHOULD ACCURATELY REFLECT WHAT YOUR GROUP IS WANTING TO DO.

HOWEVER, ONE ITEM THAT WILL BE THE SAME IN EVERY LOCAL H&S CONSTITUTION, IS THE ACCEPTANCE OF THE OBJECTIVES, PURPOSES AND POLICIES AS STATED IN THE CONSTITUTION OF THE QUEBEC FEDERATION OF HOME AND SCHOOL ASSOCIATION INC.

Step One: Name and objects of the society



1. Name should reflect what your group is all about;

- ❖ Usually the name of your school plus H&S Association

2. Aims or objectives of your organization;

- ❖ In other words: Why has your group come together? What is it hoping to accomplish?

*** NOTE: Your objectives should not only cover what you wish to aim to achieve at present, but what you may wish to do in the future

- ❖ Do not simply list various activities. Keep your aims as wide as possible to enable you to change your activity without amending your constitution every time, giving you flexibility as you develop.
- ❖ The objectives section is the most difficult to change and, therefore, requires a lot of thought and consideration

Step Two: Powers



The Powers section of your constitution should discuss what the group is allowed to do to carry out its activities and meet its objectives. As with the objectives section, you should always remember that your group may expand in the future or change as it develops, so keep your powers broad.

Step Two: Powers



To name a few:

- raise money;
- buy or rent premises/equipment;
- receive contributions through a membership fee;
- work in partnership with different organizations;
- carry out anything else within the law necessary to reach the group's objectives.

Step Three: Membership



Groups are made up of members who want to work in association to achieve the stated aims. Members essentially own and control the group.

- ❖ Who can be members? Families, individuals within your school, communities, etc?
- ❖ Membership fee and who is going to fix the price.
- ❖ How long membership will last (school year).
- ❖ Benefits of a membership and what it entitle them to do?
- ❖ How will you remove people from your group if you need to? Termination of

membership may be a necessity if an individual's behaviour is detrimental to the aims of your group, and you may need to call a meeting to resolve the matter.

- ❖ Legal requirement for charities is a minimum of 3 members. There is no upper limit.

Step Four: Executive/Officers



An Executive committee is essential to manage not only your group's work, but to make decisions and direct policy making.

- Volunteers position, nominated and/or elected. It should state nominated and elected by the membership
- When will you elect your management committee?
- How long will they be on the committee before a re-election is needed? (For some this is every year and a re-election takes place at the annual general meeting. For others it may be that a specific number stand down each year.)
- What procedures will you have in place if a member of the executive leaves?
- How will you remove an executive member and for what reasons?

Step Four: Executive/Officers (cont'd)



- What are their duties and responsibilities?

- **President / Co-president:**
 - Provide leadership to the Executive and the membership
 - Represent the Association at large and at different events
 - Support the Association and its policies internally and externally
 - Plan and chair the meeting / Prepare meeting agendas (*with principal)
 - Act as the main liaison between the Association and the School
 - Enforce adherence to the Association's Constitution, By-laws and Standing Rules
 - Communicate with membership regularly via monthly and year end report (Year end only for QFHSA, unless otherwise required)

Step Four: Executive/Officers (cont'd)



➤ **Vice-President**

- Assist the president
- Chair meetings in the absence of the president

➤ **Treasurer**

- Financial planning and budgeting
- Bank account maintenance
- Book keeping and record keeping
- Monthly fiscal report to the executive and membership
- Year en report to membership and QFHSA

➤ **Secretary**

- Take, prepare and distribute minutes
- Assist in the planning and preparation of meetings
- Maintain an up to date book of minutes and motions

Step Five: Meetings



- How often you will meet to discuss the work of your group and make any decision surrounding it? Monthly, bi-monthly, 8 times a year?
- Make sure you have provisions for both general, executive and annual general meetings. General and general annual meetings are open to all members within your organization.
- Provisions for additional meetings if required

Step Five: Meetings (cont'd)



- The minimum number of meetings you will hold and how often you will have them.
- How much notice you will give to inform your members when a meeting will be held.
- The number of members/executives that need to be present to allow a meeting to commence (quorum).
- Who is able to vote and how voting will occur (such as a show of hands or by ballot).

Step Five: Meetings (cont'd)



- The process by which members will be allowed to call a meeting as opposed to your executive
- Executive: covering the minimum number of people required in order to request such a meeting.
- Make provisions about what to do if more meetings are necessary, including how much notice you will need to give.

Step Six: Finance



Need to address a few factors:

- Bank account in the name of your organization
- Have your Association's account independently examined each year by an accountant
- The number of signatories needed (min. of two)
- Financial reports at monthly meeting and at year end
- Financial report yearly to the QFHSA

Step Seven: Amendment to the Constitution



- Essential that you make provision from the start to amend your constitution as it may need to change as you grow. But keep in mind that your constitution represents why people joined your organization in the first place, so you should make sure that it cannot be easily changed.

Step Seven: Amendment to the Constitution



- ❖ How any changes will be implemented
- ❖ At annual general meeting (AGM)
- ❖ Two-third vote in favour of any amendments needs to be reached.
- ❖ How much notice to be given to your membership

Step Eight: Dissolution



If for any reason you need to wind up your association (school closure, school merge, etc...), you must adopt rules similar to those you have put in place to make changes to your constitution.

- How you will call a special meeting?
- Two-third vote in favour of any amendments needs to be reached.
- How much notice to be given to your membership

Step Eight: Dissolution



Information regarding what will happen to any remaining assets or money according to sections 7 and 8 of the QFHSA By-Laws.