

Template Bylaws for a Worker Self-Directed Nonprofit

Important Note: This is a sample document prepared by the Sustainable Economies Law Center (www.theselc.org) and Harmonize (www.harmonize.work). This form is a sample for informational purposes only and shall not be construed as legal advice. Legal advice must be tailored to the specific circumstances of each case and laws are constantly changing.

See also our [Guide to Writing Bylaws for Worker Self-Directed Nonprofits](#) for more information. For a simpler version of these bylaws -- great for sending to the IRS, for example -- [click here](#).

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*Bylaws of [Insert Organization Name]
A Nonprofit Public Benefit Corporation*

Purpose

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

Mission Statement

[Insert your organization's mission statement here]

Our Values

Participatory Governance:

People involved in and touched by our organization deserve to be a part of the decisions that impact them. Power and decision making structures that allow people with direct experience of issues are not only more supportive of personal sovereignty, but also more effective in achieving goals.

Power With, Not Power Over:

We are creating a space where all people can step fully into their power. We support each other to exercise our power in ways that support the power, visions, and development of one another.

We interrogate and transform relationships where one person's empowerment relies on the disempowerment, control, or coercion of another.

Radical Inclusivity:

We are creating a space where all people can belong, regardless of nationality, religion, race, class, gender, sexual orientation, ability, or any other dimension of their experience. We acknowledge that we live within and have been conditioned by a system that centers some dimensions of humanity at the expense of others. In order to create a radically inclusive space we must take proactive steps to elevate the people, identities, cultures, energies, and characteristics that our dominant system marginalizes.

Accountable Solidarity:

Our work and our liberation is deeply bound together with many communities. We foster relationships and understandings that will allow us to do our work in a way that uplifts all people. We recognize that this requires taking proactive steps to ensure our activities do not unintentionally reproduce the oppression of the dominant system by excluding the needs of women, people of color, indigenous people, disabled people, or any other group that is often denied voice in the decisions that impact them. We engage in the ongoing practice of solidarity, and remain open to feedback from all communities we touch.

Management Principles

The organization is managed through participatory processes designed and stewarded by the staff. These processes include input from external stakeholders when appropriate. The processes are expected to emerge over time in response to the activities of the organization. Staff is responsible for maintaining a self-management handbook that details the practices they are using to coordinate their activities. The Board monitors and supports staff self-direction.

The following four rules are general guidelines to inform the creation of participatory management structures.

1. People with the most direct experience of issues have the most insight into what action is best.
2. People who are affected by decisions should have the power to influence those decisions.
3. Professional and technical expertise should be leveraged to support, not overpower, the voice and needs of those directly connected to the issue.
4. People and teams that are not directly connected to impacted communities can be useful to help coordinate collective action, support logistics, and hold long term concerns (like financial planning), but can also run the risk of mistakenly consolidating power and breaching principles one through three.

Power-Holding Groups

General Circle:

The General Circle is comprised of all staff members. This body sets policies for the organization, makes high-level decisions about strategy implementations, delegates decisions and activities to appropriate program circles, and approves creation of program circles.

Program and Admin Circles:

Program circles are comprised of staff and, when appropriate, external partners. These circles are responsible for fulfilling the purposes that have been defined for them by the General Circle. The exact number, configuration, and membership of these circles will change over time. Members of these circles have the power to make decisions and execute their purpose in accordance with their best judgement. If their activities will impact another circle or the organization as a whole, they must seek advice/input from other affected people.

Board of Directors:

The Board does not direct the on-the-ground work of the organization. Rather, the Board primarily directs the processes of governance that enable staff to accomplish the on-the-ground work. For more information on the role of the board, see the "Board Role," "Board Approval," and "Board Member Roles" sections below.

Financial Management Team:

The financial management team is comprised of staff members and one board representative (the Financial Owl, more info below). This team is responsible for ensuring responsible banking, accounting practices, and financial transaction practices. They are also responsible for stewarding a participatory budgeting process, and ensuring the final product of that process is financially feasible.

Strategic Alignment Team:

The Strategic Alignment Team is comprised of representatives from the staff, representatives from impacted communities, representatives from partner organizations, and one board member (the "Mission Owl" defined below). This team helps staff reflect on their priorities and their impact on issues and people.

Accountability

There are three levels of accountability in the organization: Interpersonal, Intra-organizational, and Community.

Interpersonal:

We foster a culture of direct and compassionate communication, personal growth, and acceptance. We encourage and welcome loving feedback about the impacts of our behavior on

the work and our community.

We engage in a bi-annual self and peer review which gives us an opportunity to reflect on our own activities and get supportive reflections from each other.

Intra-Organizational:

Decision-making bodies within the organization are accountable to one another. If a program circle makes a decision that might impact another program circle, they are required to get that other circle's consent. If a program circle makes a decision that impacts the organization as a whole, they are required to get the consent of the General Circle.

Community:

Every member of our organization is expected to actively build relationships with people outside our organization that are impacted by our work. Our strategy is developed by the Strategic Alignment Team which includes representatives from those communities.

Strategy Process

Strategy emerges from a worker-directed process that incorporates the input of community partners, impacted communities, and the board of directors. The board of directors helps the staff reflect on the efficacy of the process.

Role of the Board

The Board does not direct the on-the-ground work of the organization. Rather, the Board primarily directs the processes of governance that enable staff to accomplish the on-the-ground work.

The role of the Board shall always be to fulfill its duty of care by:

- Closely monitoring the activities of the Organization,
- Regularly reviewing financials and budgets,
- Ensuring compliance with the law,
- Reviewing internal policies adopted by staff and ensuring that the staff is engaging in a participatory governance process that meets the standards described in these Bylaws,
- Intervening to change or make a decision when the Board reasonably believes that staff have made a decision, are contemplating an action, or have taken an action that is overly risky, illegal, threatening to the Organizations tax exempt status, or contrary to the mission of the Organization; any such intervention shall be temporary in nature until the Board is satisfied that the system of Staff Trustee governance can carry on, uninterrupted, to carefully govern and advance the mission of the Organization.

Board Meetings and Notice

The Board will meet at least twice per year, with at least 15 days notice. Any 2 Directors may call additional Board meetings with at least 2 days notice, and meetings may be virtual.

Organization may provide notice by mail, text message, email, or an electronic platform accessible to Directors.

Board Decision Making Norms

Quorum is considered two-thirds of voting board members.

All decisions are made through a consent-based process. When deciding, all board members can ask clarifying questions and voice reactions to the proposal. After questions are answered and reactions either responded to or incorporated as changes to the proposal, the meeting facilitator will ask if there are objections.

Any board member can object to a decision on the grounds it violates a fiduciary duty, does irreparable harm to the organization, or sets the organization backward in its mission. A decision is adopted if there are no objections.

The board may make decisions outside of a meeting if all directors unanimously consent to the decision in writing. For the purposes of this Section only, "all directors" shall not include any "interested director" as defined in [Section 5233 of the California Nonprofit Public Benefit Corporation Law](#) and the Conflict of Interest Policy of these bylaws.

Board Decision Matrix

Board Notice (but not approval)	Board Notice & Vote	Board Exclusive Authority
Annual Budget (Board can veto within 30 days)	Hiring and Firing Decisions	Amending bylaws or articles
Exceeding 80% of adopted healthcare budget	Change to Mission Statement	Adding or removing board members
Any staff decision made after considering a conflict of interest	Staff Compensation and Benefits	

	Asset purchase >\$50,000	
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Board Notice (but not approval) - Staff will provide board members with notice of each of the decisions described under this heading within a reasonable time after the decision is made. Appropriate Staff Liaisons will report to the relevant Board Owl.

Board Notice & Vote - The decisions or actions under this heading are originated by staff as needed and require staff to give the board notice and seek approval by vote by the Board of Directors. The notice and board decision can take place either at a board meeting or outside of a meeting (e.g. by email).

Board Exclusive Authority - The decisions or actions listed here are within the exclusive authority of the Board of Directors. Staff may make recommendations to the board, but the Board of Directors ultimately can choose to accept or not accept these recommendations.

Board Roles and Officers

The Organization shall have between 6 and 12 directors and collectively they shall be known as the board of directors. The number of directors at any given time shall be determined by the board. The minimum and maximum number may be changed by amendment of this bylaw. Board members shall serve 2 year terms.

Directors may remove a Director for any reason with approval of 2/3 of Directors and appoint someone to replace them.

The following roles and offices shall exist:

President	The President coordinates board logistics, facilitates board meetings, and sets board meeting agendas
Financial Owl (Treasurer)	The Financial Owl ensures the organization is using responsible financial management and accounting practices. They sit on the Financial Circle.
Legal Owl (Secretary)	The Legal Owl keeps board notes and ensures the organization has systems to remain compliant with relevant laws.
Governance Owl:	The Governance Owl supports the creation of a staff self-management system through monitoring, reflection, and advice.
Mission Owl:	The Mission Owl helps the organization reflect on whether its programs, strategy, mission, and vision are aligned.
Solidarity Owl:	The Solidarity Owl helps the organization reflect on how well it is acting in concert with related organizations and impacted communities.

Selecting the Board

Board candidates can be nominated by members of the staff or the board. Candidates are nominated for a particular role.

Any member of staff or board can object to a nominee on the grounds that they would (1) interfere with their ability to do their job in a way they cannot accept, (2) contradicts the values of the organization, (3) sets the organization back in its mission, (4) makes it so they can no longer participate in the group with integrity.

After any objections to nominees have been processed, board members are chosen using a majority vote of existing board members and staff.

If there are more than one nominee for a position, the vote is between the multiple nominees.

If there is only one nominee for the position, the vote is between that nominee and continuing the search process to find a better fit.

Board Qualifications

The following are characteristics all board members should have:

- Compassionate communication
- Support of staff-directed participatory governance
- Familiarity with the issues the organization seeks to affect
- Demonstrated commitment to solidarity
- Awareness and ownership of their social identities
- We particularly value identities that are commonly marginalized

Additionally, board members must have the skills necessary to fulfill their roles, as detailed in Appendix 1.

Employee Compensation

Employees shall be fairly compensated.

Either of the following two methods of determining compensation shall be presumed to be fair, though other methods of determining fairness may be applied:

- 1) The employees collectively chose and all voluntarily agree to their rates of compensation, and the Board approves it; or
- 2) Employees receive, at minimum, the amount considered by the MIT Living Wage Index to be a living wage for 1 Adult and 1 Child living in the County they reside in.

Employees shall be equitably compensated.

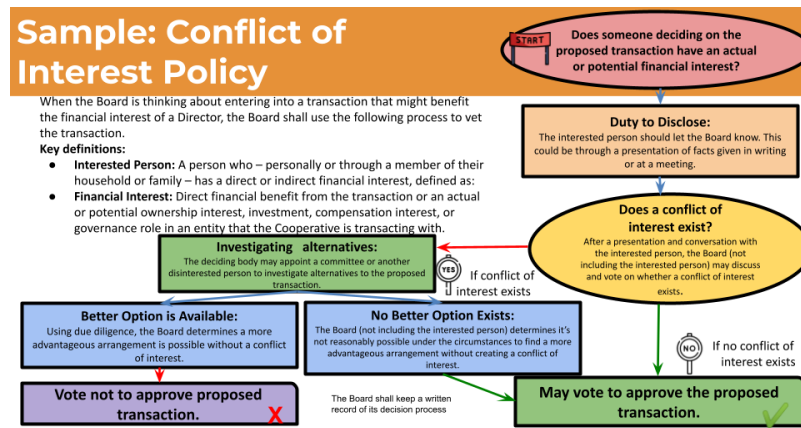
Either of the following methods of pay calculation shall be presumed to be equitable, though other methods of determining equitability may be applied:

- 1) All employees are paid at the same rate, or
- 2) The ratio of highest to lowest paid employee shall not exceed 2:1 and the exact rate of pay for employees is determined with substantial input from all employees.

Binding the Organization

Any Officer may sign a document or make a binding commitment on behalf of Organization, and the Board may designate other people, such as certain Directors or staff, to do the same.

Conflict of Interest



*Law: 12373 (suggesting a process for vetting transactions where a conflict exists) and 12592 (regarding requirement to report on conflicts)

Amending these Bylaws

All changes to the bylaws must be approved by a two thirds vote of board members, and must receive consent from the staff via the collective decision making process defined in the staff handbook at the time of the bylaw change.

Document Retention and Destruction Policy

The Board will maintain meeting agendas, minutes, and financial statements.

Document Retention and Destruction Policy [Legalese Version]

Section 1. General Guidelines.

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. From time to time, the Organization may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents.

The Organization expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Organization informs you, that Organization records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories.

(a) Organizational Documents.

Organizational records include the Organization's articles of incorporation, by-laws and IRS Form 1023, Application for Exemption. Organizational records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records.

Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Organization's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records.

State and federal statutes require the Organization to keep certain recruitment, employment and personnel information. The Organization should also keep personnel files that reflect performance reviews and any complaints brought against the Organization or individual employees under applicable state and federal statutes. The Organization should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials.

Meeting minutes should be retained in perpetuity in the Organization's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Organization.

(e) Press Releases/Public Filings.

The Organization should retain permanent copies of all press releases and publicly filed documents under the theory that the Organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Organization.

(f) Legal Files.

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents.

The Organization should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets.

Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Organization and are protected as a trade secret where the Organization: (i) derives independent economic value from the secrecy of the information; and (ii) has taken affirmative steps to keep the information confidential. The Organization should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts.

Final, execution copies of all contracts entered into by the Organization should be retained. The Organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence.

Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting.

Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance.

Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records.

External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail.

E-mail that needs to be saved should be either: (i) printed in hard copy and kept in the appropriate file; or (ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this

Whistleblower Policy

Organization encourages its employees to report improper activities in the workplace and will protect employees from retaliation for making any such report in good faith.

1. Employee Rights

Employees have the right to report, without suffering retaliation, any activity by Organization or any of our employees that the employee reasonably believes: 1) violates any state or federal law; 2) violates or amounts to noncompliance with a state or federal rule or regulation; or 3) violates fiduciary responsibilities by a nonprofit corporation.

In addition, employees can refuse to participate in an activity that would result in a violation of state or federal statutes, or a violation or noncompliance with a state or federal rule or regulation.

Employees are also protected from retaliation for having exercised any of these rights in any former employment.

The whistleblower protection laws do not entitle employees to violate a confidential privilege of Organization (such as the attorney-client privilege) or improperly disclose trade-secret information.

2. Where to Report

Employees have the duty to comply with all applicable laws and to assist Organization to ensure legal compliance. An employee who suspects a problem with legal compliance is required to report the situation(s) to the Executive Director or Chair of the Board of Directors if the complaint involves the Executive Director.

Employees may also report information regarding possible unlawful activity to an appropriate government or law enforcement agency.

3. Protection from Retaliation

It is the intent of this policy to encourage employees to report fraudulent or illegal activities and there shall be no retaliation for any reports made pursuant to this policy. Any employee who believes they have been retaliated against for whistle blowing may file a complaint with either the Executive Director or the Chair of the Board of Directors. Any complaint of retaliation will be promptly investigated and remedial action taken when warranted. This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, in the ordinary course of business based on valid performance-related factors.

Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Certificate

I, _____, certify that I am the current elected and acting Secretary of the Organization, and the above bylaws are the bylaws of this Organization as adopted by the Board of Directors on _____, and that they have not been amended or modified since the above.

EXECUTED on this day of _____, in the County of _____ in the State of _____.

(Signature of Secretary)

Appendix 1: Board Role Detail

Mission Owl

The Duties of the Mission Owl shall be:

- Reviewing Organization's programmatic activities on a roughly monthly basis.
- Ensuring that Organization is effectively advancing its mission.
- Discussing any concerning activities with staff and bringing unresolved concerns to the Board.

Mission Owl is expected to be able to describe to other board members the types of strategies the staff is using to forward the mission. They are expected to notice activities that may not be aligned or may jeopardize tax-exempt status. Staff does not need to seek approval for specific activities. Mission Owl does not have the power to end a program, but only to call to the board's and staff's attention how it might jeopardize tax status, alienate funders, or be unaligned.

Financial Owl (Treasurer)

The duties of the Financial Owl and Treasurer shall be:

- Serving as the corporation's Treasurer as required by the California Corporations Code,
- Communicating with Staff Trustees in charge of managing Organization's finances on at least a quarterly basis to learn about current expenditures, projected revenue, and any changes to the budget.
- Reviewing internal procedures for managing and reviewing finances,
- Ensuring that Staff are keeping adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Asking Staff about any confusing or concerning budget items, expenditures, or transactions, and bringing any unresolved concerns to the Board.
- Ensuring that the full Board receives reports about the financial status of Organization
- Ensuring that Organization makes its financial information available to the public, in accordance with any Policies regarding transparency.

The Financial Owl is not expected to take part in financial decision-making by Staff Trustees, but may intervene when there is concern about misfeasance, expenditures which do not advance Organization's mission, or financial instability of Organization .

Legal Compliance Owl (Secretary)

The Duties of the Legal Compliance Owl and Secretary shall be:

- Annually reviewing a legal compliance checklist prepared by Staff and ensuring that Organization is staying up-to-date with all filings and is operating in compliance with the law.
- Ensuring that Organization is keeping proper meeting records and following procedures under the Corporations Code
- Ensuring that Staff provide the public with all reports and information required by Organization

policies on Transparency and Recordkeeping

- Fielding and responding to complaints and grievances by Staff in accordance with any Whistleblower or Grievance Policies adopted by Organization
- Keeping an online folder shared with all Directors containing minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- Reporting to the rest of the Board about legal compliance status and the status of any complaints
- Maintaining familiarity with the limits and possibilities of 501c3 law and ensuring that Organization stays focused on its tax exempt purposes

Governance Owl

The duties of the Governance Owl shall be:

- Developing an understanding of internal governance practices and procedures of Organization
- Reading new proposals and policies adopted by Staff
- Ensuring that the Staff are working to create polycentric governance structures
- Communicating with individual Staff to assess how smoothly internal governance structures are operating
- Discussing any concerning proposals, policies, or governance practices with Staff and bringing any unresolved concerns to the Board
- Reporting to the Board about the overall status of internal governance practices
- Reviewing decisions at all levels to ensure that they were made in adherence to any Organization policies
- Scheduling and facilitating meetings, or appointing and overseeing others to schedule and facilitate meetings

The Governance Owl is not expected to exert an influence on any particular policy or proposal.

The Owl is expected to be knowledgeable enough about policies to be able to notice troubling trends. The Owl is expected to make an inquiry into whether the process being used is functioning in a manner that keeps the organization aligned and the staff fulfilled. Staff are expected to coordinate a yearly evaluation of the governance and share it with the Governance Owl.