



# CHAPTER BYLAWS

## A PREFERRED STANDARD

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# CHAPTER BYLAWS

## A PREFERRED STANDARD



Anytime a group of people gather for the purpose of supporting a common objective, there is a need for a document that describes the structure of that organization and authorizes various members to speak or act for the group. That document is traditionally titled the “bylaws.” Some groups supplement the bylaws with a document termed “standing rules,” that provides details and outlines the various processes listed in the bylaws.

A NARFE chapter is such a group and, therefore, needs to have a set of bylaws that describes its structure and explains the duties and authority of the chapter leaders. Appendix A is a sample set of bylaws that, once the blanks [ ] are filled in, could sufficiently serve a chapter.

Some organizations follow the traditional style of producing two documents — a constitution and a set of bylaws. The rationale was that the constitution would describe the most important aspects of the organization and, therefore, would be harder (and less inclined) to change in comparison to the bylaws. However, recent experience has shown that often the requirements to change the constitution inevitably necessitate a corresponding change in the bylaws. Combining the constitution and the bylaws into a single document negates the requirement for producing two documents with each revision. Appendix C provides a recommended method for a chapter to evolve from two documents to a single set of bylaws.

Chapters are encouraged to review the sample bylaws (Appendix A) as well as the chapter bylaws checklist (Appendix B). You may discover checklist items that your chapter’s bylaws do not include but should. Conversely, you may find items in your chapter’s bylaws that do not appear in the checklist and that might be considered for removal.

## AN ANALYSIS ON WRITING CHAPTER BYLAWS

### Article I. NAME

This article is straightforward: List the name of the chapter and the chapter number. Indicate its affiliation with the national NARFE association and with a federation, if appropriate.

### Article II. OBJECTIVE

The Standing Rules stated in the NARFE National Bylaws provide six objectives for the chapter in Rule IV, Section 2C. It would be best to copy these into the bylaws for those members who are not familiar with the National Bylaws and Standing Rules; however a reference to them would be sufficient.

### Article III. MEMBERS

A description of the members of this organization should appear here. For a NARFE chapter, regular (voting) members must be members of the national association; nothing further needs to be explained. However, if the chapter would prefer to provide for associate mem-

bers and/or social members (as defined by the National Bylaws), the chapter bylaws need to specifically address these categories and designate their voting status (nonvoting).

The phrase “member in good standing” shows up occasionally in bylaws; however, unless defined in the bylaws, it bears no meaning. The usual requirement is payment of dues.

### Article IV. DUES

Dues could be stated under a section of the “Members” article; however, creating a separate article is also acceptable. The bylaws need to specify the chapter dues amount or at least indicate that the amount is listed in the standing rules. Additionally, dues for associate members and/or social members should be indicated with the notation that they are paid directly to the Chapter Treasurer. Remember to include the IRS statement. This is essential to clarify that dues paid to NARFE are not

tax deductible. Additionally, all chapter funds derived from fees and dues must be used to support Association objectives as stated in Section 3 of the Articles of Incorporation in the NARFE National Bylaws.

#### **Article V. OFFICERS AND EXECUTIVE COMMITTEE**

This is where the bylaws would identify the leadership of the chapter. The positions of president, vice president(s), secretary and treasurer are customary. If, for instance, the chapter wants to have more than one vice president, the additional officer needs to be listed here. Some chapters choose to combine the offices of secretary and treasurer into one position. This is the article in which such preferences need to be specified.

Information compiled on each officer may result in this article becoming a fairly lengthy one. Points that deserve inclusion are the duties of each officer. If they are standard duties, a reference to the *Chapter and Federation Officers Manual*, F-10, would be sufficient. Other items deserving mention are when and how officers are nominated or elected, the length of each officer's term and when the new officers assume office.

Also highlight the process through which vacancies in office are filled. The parliamentary authority provides that the standard method for filling the office of president is for the vice president (or first vice president) to automatically become the president. Any practice that deviates from this needs to be specified in the bylaws. Vacancies in other offices and how they should be handled also should be addressed in this article.

It is common for an organization to identify a group smaller than the full membership that is given the authority to act on behalf of the group between meetings. A common name is "executive committee" or "executive board." Members of the committee and the range of authority delegated to that group should be specified in the bylaws. Include other specifics such as when the committee meets and the quorum for those meetings (a majority of the committee members).

#### **Article VI. COMMITTEES**

Organizations find that a lot of the work is best done in committees. This article is where the various standing committees are identified along with their functions, areas of responsibility and the process through which members are appointed. A simple statement at the end of the article that authorizes special committees is appropriate.

#### **Article VII. MEETINGS**

The schedule for the regular chapter meeting is listed in this article. Sometimes the date is included, such as "the third Monday of each month." If the chapter has a consistent meeting location, it can be included in the bylaws. However, it may best be listed in the standing rules along with the time of the meetings as this allows more flexibility for change.

One of the regular meetings should be identified as the annual meeting — the meeting where officers are elected and other special business is conducted.

If the chapter meets monthly, there is probably no need to detail the process that authorizes special meetings. However, if meetings are intermittent, the process for providing due notice — and how much advance notice — should be outlined.

Quorum is the minimum number of voting members who must be in attendance to do business. Fewer members may continue with the program in no further capacity other than the exchange of information. Quorum may be expressed as a number (preferred) or as a percentage of the membership. A percentage is not recommended as the quorum would have to be calculated for each meeting and may require a change in the bylaws.

#### **Article VIII. PARLIAMENTARY AUTHORITY**

When all else fails, the parliamentary authority is the book to consult when attempting to fill in the gaps. As National designates *Robert's Rules of Order Newly Revised* as the parliamentary authority, chapters need to do likewise. The current version is the 11th edition. Note that there is no comma in the title.

#### **Article IX. AMENDMENTS**

This article sets out the procedure the chapter will follow to change the bylaws. It is encouraged that previous notice and a two-thirds vote be specified as this ensures stability within the organization. Stipulate that amendments may only become effective after approval from National Headquarters.

# APPENDIX A: MODEL BYLAWS

## Article I. NAME

This chapter shall be known as the [name] \_\_\_\_\_ Chapter, [number] \_\_\_\_\_ of the National Active and Retired Federal Employees Association. The chapter shall be affiliated with the [state name] State Federation of Chapters, subject to the constitution and bylaws of that body.

## Article II. OBJECTIVE

**Section 1.** The objectives of this chapter shall be to support and work toward the objectives of the National Active and Retired Federal Employees Association, as set forth in Rule IV, Section 2C of the National Bylaws. In furtherance of these objectives, this chapter shall operate in unity with policies established by the Association's national conventions and National Executive Board, together with such other activities looking toward the preservation of American institutions and ideals as shall be espoused by the Association.

**Section 2.** The chapter shall not enter into activities, arrangements or agreements that conflict with programs or activities of the Association or its bylaws.

## Article III. MEMBERS

**Section 1.** Any person who is a dues-paying member of NARFE National shall be eligible to join the chapter. A member who pays chapter dues is in good standing.

**Section 2.** The chapter may provide for nonvoting members as allowed in the National bylaws Article IV, Section 5F defining associate and social members.

## Article IV. DUES

**Section 1.** The chapter dues are [dues amount] \$ \_\_\_\_\_ and shall be used to meet expenses of carrying out chapter business and functions.

**Section 2.** Any chapter document relating to dues or contributions must contain this statement: "Dues pay

ments and gifts or contributions to NARFE are not deductible as charitable contributions for federal income tax purposes."

## Article V. OFFICERS AND EXECUTIVE COMMITTEE

**Section 1.** Chapter officers shall be a president, a vice president (or first and second vice president), a secretary and a treasurer [or secretary-treasurer if the positions are combined]. The officers shall be voting members and elected at the annual meeting and may be nominated by the nominating committee or from the floor. Officers may serve for a term of [number] \_\_\_\_\_ year(s) or until their successors are elected but may run no more than [number] \_\_\_\_\_ time(s) for office. Officers shall assume their duties on

\_\_\_\_\_ [date], and fulfill their standard duties, which are detailed in the *Chapter & Federation Officers Manual*, F-10.

**Section 2.** The chapter may by resolution require the treasurer [or the secretary-treasurer] to give bond for the faithful performance of his or her duties. The expense of obtaining a bond shall be paid from chapter funds.

**Section 3.** If there is a vacancy in the office of the president, the vice-president shall serve as president until the next election.

If there is a vacancy in any other office, the executive committee shall fill such vacancy for the unexpired term.

**Section 4.** The executive committee shall consist of the elected chapter officers (and other appointed officers and committee chairs as deemed appropriate). The executive committee shall exercise such other duties as the chapter may prescribe. Quorum for an executive committee meeting shall consist of [number preferred over percentage] \_\_\_\_\_ .

## VI. COMMITTEES

**Section 1.** The membership committee shall be appointed by the president. It shall be the duty of the members of this committee to develop a membership





plan that describes organized efforts to gain and keep members, encourage dues withholding, and contact lapsed members.

**Section 2.** The legislative committee shall be appointed by the president to: a) keep abreast of state and national legislative matters concerning federal civil annuitants and prospective annuitants; and b) make recommendations for action to the chapter, the federation and the Association.

**Section 3.** The president may appoint a service officer, a public relations officer, a sunshine committee and such other committees as deemed desirable.

**Section 4.** The audit committee shall be appointed by the president to annually perform an audit of the financial records of the chapter.

**Section 5.** The president shall be an ex-officio member of all committees except the nominating and audit committees.

**Section 6.** No other standing committee may be appointed without amending the bylaws unless a provision is included.

**Article VII. MEETINGS**

**Section 1.** Regular meetings shall be held on the [day] \_\_\_\_\_ of each month at [location] \_\_\_\_\_, unless a meeting is cancelled by previous chapter vote or by action of the chapter executive committee, with due and reasonable notice to members. The regular meeting in [month of year] \_\_\_\_\_ shall be the annual meeting.

**Section 2.** Quorum for conducting chapter business shall consist of [number preferred over percentage] \_\_\_\_\_ of the chapter’s voting members, but less than a quorum may adjourn to meet on a future date, of which due notice shall be given to each voting member. If less than a quorum is present, members may run the program but may not make decisions.

**Section 3.** Special meetings shall be called by the chapter president when necessary.

**Article VIII. PARLIAMENTARY AUTHORITY**

The provisions found in *Robert’s Rules of Order Newly Revised* shall govern chapter business in all matters not

in conflict with the chapter bylaws or the Association’s Articles of Incorporation and National Bylaws.

**Article IX. AMENDMENTS**

**Section 1.** An amendment to these bylaws shall be made by concurrence of two-thirds of the voting members present and voting at any regular business meeting, provided written notice of the proposed amendment has been transmitted to all chapter voting members not less than 30 days before the meeting at which the vote is taken.

**Section 2.** Amendments shall be approved at National Headquarters before becoming effective.

\_\_\_\_\_  
Chapter Secretary

\_\_\_\_\_  
Date

APPROVED at National Headquarters

\_\_\_\_\_  
National Secretary/Treasurer

\_\_\_\_\_  
Date

## APPENDIX B: BYLAWS CHECKLIST

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Criteria are ranked in order of importance [1] Essential; [2] Important; [3] Good to know; [o] Optional

### I. NAME

- [1] Mention full name of chapter
- [1] Mention chapter number
- [1] Part of NARFE Association
- [1] Affiliation with federation

### II. OBJECTIVE

- [1] Objective should be in compliance with National's
- [1] Should reference chapter objectives stated in the National Bylaws Standing Rules Article IV, Section 2C
- [1] No conflict with the Association or its bylaws

### III. MEMBERS

- [1] Indication that members must be NARFE National members
- [1] Include a definition of a member in good standing<sup>1</sup>
- [o] Insert a separate section for associate members, if applicable<sup>2</sup>
- [o] Insert a separate section for nonvoting social members, if applicable<sup>2</sup>

### IV. DUES

- [1] State chapter dues amount<sup>3</sup>
- [1] IRS statement

### V. OFFICERS AND EXECUTIVE COMMITTEE

#### Officers:

- [1] Identify specific officer positions – president, vice president(s), secretary, treasurer or secretary-treasurer<sup>4</sup>
- [o] Treasurer bond statement
- [1] Officers should be voting members<sup>5</sup>
- [1] Duties of each position<sup>6</sup>
- [1] Nominations and election procedure
- [1] State when elected members assume office<sup>7</sup>
- [1] State term length
- [o] State the limit on the number of times an officer may run for office<sup>8</sup>
- [1] Vacancy procedure for president and other positions
- [1] Power/authority

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<sup>1</sup> Members must have paid their national and chapter dues.

<sup>2</sup> Refer to National Bylaws Article IV, Section 5F.

<sup>3</sup> National dues should not be mentioned as chapters have no oversight on this.

<sup>4</sup> The secretary and treasurer positions may be combined. Choose EITHER a "secretary" and "treasurer" OR a "secretary-treasurer."

<sup>5</sup> Associate and social members should not be officers.

<sup>6</sup> The duties should reference those listed in the *Chapter & Federation Officers Manual*, F-10.

<sup>7</sup> Chapters may choose when newly elected officers assume their positions.

<sup>8</sup> Mention the limitation only if it applies.

**Executive Committee (Include only if your chapter has one):**

- [1] Composition
- [2] Limitations in authority
- [1] List duties. If detailed, include in separate sections.
- [1] Quorum

**VI. COMMITTEES:**

- [1] Name each committee
- [1] Differentiate between standing and special committees<sup>10</sup>
- [1] Provide a general description of committees and areas of interest
- [1] List officers in each committee
- [3] List any special qualifications of committee members (if any)
- [1] Explain committee duties
- [2] Define the powers and limitations of each committee
- [3] Include a statement that officers such as the president shall be ex officio (a member of all committees except the nominating committee)
- [o] Outline the rules on how and when committees meet (unless listed in standing rules)

**VII. MEETINGS**

- [1] Regular meetings
- [1] Location and day (time should be stated in standing rules)
- [1] Note when the annual meeting is held<sup>11</sup>
- [o] Explain how special meetings are decided upon<sup>12</sup>
- [1] Quorum number (preferred) or percentage

**VIII. PARLIAMENTARY AUTHORITY**

- [1] *Robert's Rules of Order Newly Revised*

**IX. AMENDMENTS**

- [1] Procedure for proposing an amendment
- [1] Previous notice given at the previous meeting or in the call to meeting
- [1] State the number of days/weeks needed for previous notice
- [1] Two-thirds vote
- [1] Final approval obtained by National Headquarters before effective

**MISCELLANEOUS**

- [1] Signature block for chapter official(s) and National Secretary/Treasurer
- [1] Enclose a copy of standing rules (recommended)
- [1] Identify the specific amendment(s) to facilitate the approval process

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<sup>10</sup> Standing committees are permanent legislative panels established by the chapter. Special committees are appointed to perform a special function that is beyond the authority or capacity of a standing committee and is disbanded on completion of its assigned duties.

<sup>11</sup> Annual meetings are where officers are elected and other special business is conducted.

<sup>12</sup> Chapters may not have special meetings if the bylaws do not provide for them.

<sup>13</sup> Unaffiliated chapters may not vote at federation conventions.

## APPENDIX C: HOW TO COMPILE A SINGLE GOVERNANCE DOCUMENT

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The majority of chapters operate under two governance documents: a constitution and a set of bylaws. The preferred practice is to have only one governance document, referred to as bylaws. Every chapter is encouraged to convert to a single governance document. The following process is recommended.

### Step 1:

Produce the single document by merging the information (requirements) of the current two documents. This process should NOT include any changes except those necessary to allow the merged words to make sense. All of the information in both of the current documents should be included in the new combined bylaws, except:

- (A) Reference in the constitution to a set of bylaws and reference in the current bylaws to a constitution would not logically apply in the new combined bylaws.
- (B) In cases where both documents provide information on the same subject, the redundant material is not required in the new combined bylaws. Example: If both current documents have an article on amendments, only a single article and method is needed for the new combined bylaws.

It may be useful to develop a chart showing each part of the current two documents and where that information appears in the new combined bylaws.

Once the new combined bylaws are developed, members should review them and make adjustments as necessary for clarity. Changes designed for improvements should NOT be included in this step.

When the members are satisfied with the new combined bylaws, the following motion should be adopted:

“...that the current constitution and bylaws be rescinded and the combined bylaws be adopted as the chapter’s governance document.” The advance notice and vote required for this motion is the higher requirement for amending either of the current documents. This action must be taken in a single motion to avoid confusion over what governance document(s) control.

This new combined bylaws must be approved by NARFE National Headquarters under the requirements of NARFE National Bylaws Article IV, Section 5B. If the chapter will note that this is just the new combined bylaws, the Headquarters review can proceed more expeditiously.

### Step 2:

Once the new combined bylaws are adopted (and become the current governance document), they should be reviewed for:

- (a) Compliance with the requirements of the NARFE Articles of Incorporation and Bylaws. (The Headquarters’ review from Step 1 may offer items that need adjustment.)
- (b) Adjustments to reflect the current operations of the chapter. Any amendments resulting from this review should be handled within the chapter in accordance with the amendment article of the (new combined) bylaws.



**National Active and Retired  
Federal Employees  
Association** 606 North Washington  
Street Alexandria, VA 22314-1914