

directors but are usually not amended with any frequency.

Bylaws must be distinguished from resolutions. While a bylaw or a set of bylaws may be adopted by a resolution, a resolution is not necessarily a bylaw. A resolution may authorize a single corporate act or transaction where a bylaw is permanent and continuing rule. If a resolution of the board of directors is inconsistent with a bylaw, the bylaw must prevail. The bylaws are secondary only to the charter of the organization; that is, the articles of incorporation. In some states, the law requires that bylaws be adopted. These bylaws should govern the powers, rights and duties of various persons connected with the organization and the proper procedure for exercising these powers, rights and duties.

Tailor your bylaws to your organization purposes and capabilities and make them realistic. Create only a charter and bylaws and do not create a third constitution. It only causes confusion. Once your bylaws are adopted, if any amendments are made, be certain to include these at the positions in your