

Core Organizational Document Definitions¹ UW-Stevens Point Foundation, Inc

1. The **articles of incorporation** are a legal document that outlines the general purpose and structure of the organization and its intent to operate exclusively with a nonprofit purpose. The articles are filed with the state (if and) when the nonprofit is incorporated. They usually follow a standard form and contain a minimum of detail because they are cumbersome to change. The articles must not contradict what the state nonprofit incorporation statutes indicate.
2. **Bylaws** establish the governance structure of a nonprofit. Following a fairly standard format, they define the duties, authority limits, and principal operating procedures for the board and board members. The highest-level board policies are embedded in the bylaws. Revising bylaws requires following a specific process and approval by the full board. Thus, they too, should not contain overly detailed procedures or restrictions.
3. Though a board committee's charge may be included in the bylaws, a board committee or task force is established through a board-approved **charter**. A charter should address the committee's (or taskforce's) mission, authority or responsibilities, composition, how and when meetings will be held, and how meeting minutes will be written and approved.
4. **Policies** come next in the hierarchy. They serve as operating guidelines at various levels. Some policies set out organizational guidelines for board and staff behavior, such as whistleblower and gift acceptance policies. Others supplement the bylaws and guide board practices and oversight procedures, such as investment, internal controls, and executive compensation policies. Still others direct staff operations, such as personnel and communications policies. Many policies not only apply to the work of the staff, but also have implications for the board.
5. A **resolution** is a specific board decision that describes an action to be taken or a principle to be adopted. Resolutions are specific to a particular board for a given situation. They range from broad statements about organizational values to elevated recognition of significant contributions (of exemplary board members or retiring staff).
6. **Recommendations and guidelines** are often nonbinding but helpful suggestions for actions or behavior. Coming from the board, the language is more suggestive than directive, as it would be for policy where the statement is clear and resembles an order. For example, after a lengthy discussion, the board might establish criteria to guide the staff in launching a new program; these criteria may not warrant a formal policy or procedure but will be taken into consideration.
7. **Procedures** define a process for implementing a general policy. There is often a blurry line between policies and procedures because it can be difficult to separate what gets done from how it gets done. In practice, policies should set the broadest parameters, and procedures usually would be handled by staff at the implementation level. But, because the process sometimes matters as much as the results – to ensure transparency, participation, and accountability – some procedures are treated more like policies.

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