

What is the difference between board policies and by-laws?

The boards of voluntary and non-profit organizations normally govern by establishing policies. A policy is any written statement approved by the board or by the membership that:

1. Articulates and defines important objectives, principles, or values
2. Limits or prescribes what kind of action will be taken in different situations
3. Defines roles, responsibilities, and authority

By-Laws

All organizations, as a requirement of incorporation, are required to establish by-laws in respect to specific matters. These are usually matters that relate to the functioning of the board and its relationship to members.

Under the Societies Act of Nova Scotia, for example, the by-laws must address eleven matters. In Newfoundland and Labrador, by-laws are required and must be kept on record however they are not filed with the Registry of Deeds and Companies of the provincial government.

The by-laws of the organization are those policies that cannot be adopted or changed without approval of the membership (2/3 in Newfoundland and Labrador) at a general meeting and any changes must be reported to the appropriate government department.

By-laws may include a statement on how the board of directors was formed; when and how future directors will be elected; an outline of the board's powers and duties; or the process for setting up committees and their powers.

Board Policies

General policies should also be set that are subject to change by the board of directors at any time. Indeed, it is in the interest of most voluntary and non-profit organizations to limit the number of policies designated as formal "by-laws" and focus their attention on creating other key policies.

This gives the board of directors the flexibility and opportunity to identify the organizational practices that are important to them in such a way that they can be easily modified when the need arises. This is often referred to as "governing by policy".



Key Areas for Policy Setting

- Organizational mission, objectives, and values.
- Role and responsibilities of the board.
- Board decision-making and meeting practices (usually covered partially by by-laws).
- Conflict of interest.
- Board member conduct.
- Role, responsibilities, and authority of the executive director or CEO.
- Financial management.
- Personnel, hiring and other human resource practices.
- Treatment and protection of consumers, customers, clients or users.
- Fundraising (including ethical considerations).
- Advocacy and public education.
- Accountability to members, stakeholders, and community (may be partially addressed by by-laws in references to annual general meeting and annual financial report).

Board Policies: Transparency

If you're curious about our approach to governance, we invite you to check-out our board policies below. We've often been the beneficiaries of good ideas, and we would like to return the favour in a karmic-sense with the hope this might inspire or help other organizations who are considering similar policies.

[Governing Style](#)

[Monitoring CEO Performance](#)

[Orientation of New Board Members](#)

[Policy Timelines](#)

[Role of the CEO](#)

[Role of the Chair](#)

[Strategic Recruitment of Board Members](#)

[Team Treatment](#)

[Asset Protection](#)

[Board Role](#)

[Code of Conduct](#)

[Communication and Counsel to the Board](#)

[Compensation and Benefits](#)

[Delegation to the CEO](#)

[Financial Conditions and Activities](#)

[Financial Planning](#)

[General Constraints on the CEO](#)

Theory of Change and Logic Model

Our theory of change and logic model come down to a few basic things.

Most people changing the world is just relationships, something we re-learn time and time again. As a changemaker, you are constantly building and re-defining your relationship with yourself, others, society, your communities and identities, and the environment where you live.

A changemaker is a person/organization/community who wants to create positive change in the world. While we work with all changemakers, the majority of our work is changemakers who are emerging/just getting going, and those who already have some under their belts but feel something is missing in their life or approach - whether specific skills, resources, relationships, mental life balance, etc.

Many people want positive social/environmental change and want to play a role in it. They know there are barriers to their ideal world/community and may already be working towards or mulling over ideas of how they can get there, as individuals and communities. The barriers are too complex for any one person or organization to completely change alone.

Many theories of change have one solid goal, but we believe that the “perfect world” is something that keeps shifting based on changes in society and ourselves. Therefore, our ultimate vision and impact is a world of thoughtful, responsible changemaking.

A world where changemakers approach their work thoughtfully and responsibly. This includes thinking about their role, impacts, how we use resources, time, power, and act responsibly with this awareness. People can disagree on ideal outcomes and impacts, but most can agree approaching them thoughtfully and responsibly are key to making the world a better place.

CatalystsX supports changemakers in their role in a world of thoughtful, responsible change.

We believe this requires changemakers to have access to relationships, resources, skills, and worldviews.

The activities and outputs of this work include: gatherings (large, small, online, in-person); building connections (one-on-one, people to organizations/communities, communities to communities, people/communities to resources and ideas and opportunities); and co-creating (resources, ideas, relationships, opportunities).

The outcomes: Relationships may include peers, mentors, coaches, experts, communities, organizations. Resources, which we curate, contribute to, and co-create (in that order, as there’s no sense re-inventing the wheel!). Skills and worldviews: Technical “hard” skills (ie. financial literacy); holistic “soft” skills (ie. courageous conversations, listening, selfcare, allyship); worldviews different than their own.

The impact is (hopefully) a world of thoughtful, responsible change.