

BYLAWS AND ARTICLES OF INCORPORATION

Key Similarities and Differences

When starting a nonprofit, founders must be careful that their excitement for the organization's work does not overshadow careful attention to legal requirements.

Two of the most important legal documents, a nonprofit's articles of incorporation and its bylaws, overlap in a few key instances yet are also quite distinct. Learn about the similarities and differences to ensure your organization is starting off on the right foot.

	ARTICLES OF INCORPORATION	BYLAWS
General Purpose	Register a nonprofit as a corporation, comply with state laws and federal tax laws.	Outline more specific issues regarding corporate structure and governance.
Basic Information Included	<ul style="list-style-type: none"> • Organization's full legal name • Statement of purpose • Provision for the disposition of assets if the organization is dissolved • Name and address of a "registered agent" • Name and address of the initial board of directors 	<ul style="list-style-type: none"> • General information (including name of organization, statement of purpose, address, etc.) • Policies and procedures covering key governance topics, usually including: <ul style="list-style-type: none"> - organizational membership (if applicable) - board of directors - board officers - board committees - fiscal matters - amending bylaws and articles of incorporation
Hierarchy	Always has legal precedence.	Subordinate to articles of incorporation.
Ease of Modifying	Designed to be as general and flexible as possible. Ideally will not need to be amended.	More easily revised to account for the evolution of organizational policies.
Filing	With the appropriate state office (often a department within the secretary of state's office).	With the organization, according to its internal requirements.

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SPECIFIC CLAUSES

	ARTICLES OF INCORPORATION	BYLAWS
Name of organization	Should be identical in both articles of incorporation and bylaws.	
Statement of purpose	As general as possible, should contain only the minimum required by state law.	Expands on statement included in articles of incorporation, outlining the consensus around which organizational programs are built and implemented.
Legal clauses	Should all be contained in articles of incorporation.	No legal clauses (except for the clause that covers the disposition of assets upon dissolution) in the articles should be repeated in the bylaws. This ensures that even if the bylaws are amended over time, there will be no inconsistencies between legal clauses in the two documents.
Membership	Many state laws require articles of incorporation to specify whether an organization will have formal voting members.	If applicable, bylaws should include details such as member categories, qualifications for joining, and duties of members, among others.