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## Sample Bylaws: Massachusetts Nonprofit

### The Organization

**1.1 Name** The name of the corporation is the Institute for Peaceable Communities, Inc. DBA (doing business as) Sociocracy for All (the “Organization”). The principal office of the Organization is located in Amherst, Massachusetts.

**1.2 Legal Structure** The Organization is a not-for-profit 501(c)(3) corporation formed under the laws of Massachusetts.

**1.3 Purposes of the Organization** The purposes of the Organization are those stated in the Organization’s Certificate of Incorporation, as it may be amended from time to time. A more specific statement of the Organization’s Vision, Mission, and Aims is in the Organization’s Policy Manual.

**1.4 Sociocratic Governance Values** The Organization will be governed in harmony with the values of Sociocracy, which include:

- Equivalence. No one should be ignored; all input is valued.
- Abundance. Organizations should avoid scarcity thinking and seek win-win solutions.
- Openness to emergence. Stakeholders should accept uncertainty and let go of attachments to specific outcomes.
- Feedback. Feedback and self-evaluation are essential to organizational growth.
- Information. Information from as many sources as possible is critical.
- Decisions by few, input by many. Decision-making bodies should seek input from all, but decision-making can be more efficient in smaller groups.
- Distributed leadership. Systems with distributed authority and distributed responsibility are more resilient.
- Transparency. Data should be available for all to access and understand.
- “Good enough for now and safe enough to try.” Organizations can act on imperfect information if it is safe enough to do so if they evaluate the action later.
- Intentionality. Organizations should solicit enough information to act and then do so intentionally and thoughtfully.
- Tensions point to lack of clarity. When there is an internal tension, it is typically because there is a lack of clarity that deserves exploration and dialogue, not assignment of blame.
- Effectiveness. Sociocracy aims to support groups that are doing things that are life-affirming.



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## 2 Sociocratic Principles

Sociocracy is not only a set of general values but a specific model of organizational structure and governance. It is grounded on three principles:

1. Principle of Consent. Consent is a form of decision-making that allows proposals, including the selection of people for roles, to be accepted only if there are no reasoned objections within a decision-making group. Consent is further described in Section 7.
2. Principle of Circles. Circles are defined sets of people who work together within an area of responsibility (a “Domain”) toward one or more goals (“Aims”), in harmony with the mission of the Organization. Circles have the responsibility and authority to make decisions about their policies, operations, and budget with affirmation and coordination with their Parent Circles. Circles, and their interconnections, are further described in Sections 4, 5, and 6.
3. Principle of Continual Evolution. The organization and every circle are committed to ongoing feedback and continual learning about governance, communication, and the content of the circle’s work.

## 3 No Membership

The Organization has no members within the meaning of Massachusetts Not-for-Profit Corporation Law. Any reference to “members” in these Bylaws means members of one (1) or more Circles.

## 4 Mission Circle

**4.1 Aim** The Mission Circle aims to hold the Organization true to its vision and mission, which it does through:

1. Supporting the General Circle with advice, research, and review of its work, as further described in Section 5.1; and
2. Reviewing the organizational budget, providing feedback to the General Circle’s Leader and Delegate, and providing other support needed to maintain the mission of the organization.



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**4.2 Authority and Responsibility as Board of Directors** The Mission Circle manages and directs the Organization to the extent legally required of a Board of Directors under Massachusetts Not-for-Profit Corporation Law. The Mission Circle may delegate its duties to the extent legally permissible to committees of the Mission Circle, or to one or more Circles. Consistent with Sociocratic values, the Mission Circle:

- Will make decisions as a Board of Directors based on input from other Circles to the fullest extent reasonably possible;
- Will operate with transparency, making all information about its processes and decisions available to the members of other Circles to the fullest extent reasonably possible; and
- Will encourage “leaderful” systems by allowing Circles autonomy to make decisions about their own policies, operations, and budget with affirmation and coordination with their Parent Circles.

#### **4.3 Composition, Selection, and Roles**

- The Mission Circle will have three or more members. Officers of the Mission Circle include the President/Executive Director/Operational Leader, the Delegate of the General Circle, the Facilitator/Board Chair, and the Secretary/Circle Administrator, the Clerk, and the Treasurer. Officers are selected by the existing Board, except that the Operational Leader and at least one delegate are selected by the General Circle and confirmed by the Mission Circle. All role selections use the Consent Selection Process. These roles are further described in Article 6.
- People who are otherwise unaffiliated with the Organization may be invited to join the Mission Circle to support the Organization with their experience, expertise, or perspective.
- Any member of the Mission Circle may have multiple roles in the Mission Circle except for the Operational Leader.

**4.4 Term of Office** Members of the Mission Circle will serve for staggered two-year terms, unless they are removed from the Mission Circle, resign from the Mission Circle, or die or become incapacitated before the end of that term. Members may be on the Mission Circle for any number of terms, successive or otherwise. If there are no active Mission Circle members for any reason, the General Circle will select by Consent at least three people to join the Mission Circle.



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**4.5 Removal** A Mission Circle member may be removed using the process as described in Section 5.6.

**4.6 Resignation** A Mission Circle member who wishes to resign may do so following the process described in Section 5.7.

**4.7 Vacancies** Any vacancy or anticipated vacancy on the Mission Circle, including those result ing from removal, resignation, death, or incapacity, may be filled through the Consent Selection Process by the Mission Circle, except that a vacancy in the role of Operational Leader or Delegate may be filled by consent of the General Circle and confirmed by the Mission Circle. A vacant Mission Circle position filled pursuant to this section will serve the balance of the original term.

## **5 Our Circles**

**5.1 General Circle** The General Circle consists of the Leaders and Delegates of all Department Circles and the Operational Leader. General Circle members select a Facilitator, a Secretary, and a Log Keeper by consent. The General Circle proposes the Organization's Operational Leader and a Delegate to the Mission Circle, both to be confirmed by the Mission Circle. The General Circle is responsible for carrying out the Organization's mission and aims, including the effective implementation of its Sociocratic governance system. The General Circle may assign operational work and policy-making to Department Circles. The General Circle is responsible for the well-being of the Department Circles and Subcircles, resolving any gaps or overlap in Domains of Department Circles and Subcircles, making policies in any area not otherwise delegated to Department Circles, supporting the flow of information among Circles, supporting long-term planning and vi sioning for the Organization, reviewing and revising the Aims of the Organization, managing the overall budget process and approving the rolling budget with the Consent of the Mission Circle.

**5.2 Other Circles** While the Mission Circle and General Circle are created upon the formation of the Organization, the following circles may be created based on the needs of the Organization.

1. *Department Circles.* Department Circles are the primary set of circles that divide up the entire work of the Organization. The General Circle has the power to create Department Circles when the Organization deems necessary.



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2. **Subcircles.** Subcircles are Circles created by any existing Circle (“Parent Circle”) to focus on a particular portion of the Parent Circle’s Aim and have a specific Domain. Each Subcircle has full authority over its subdomain. Each Department Circle or Subcircle may create Subcircles when necessary.
3. **Helping Circles.** Helping Circles are temporary Circles created by an existing Circle to research and recommend actions or policies to the Circle that created it. A Helping Circle can also carry out specific, short-term work assignments. Helping Circles may also be joint meetings of two or more Circles convened for a limited time. Helping Circles may not create other Circles.

**5.3 Creation of Circles** A Circle may be created by its Parent Circle. A Parent Circle defines the Aims and Domains of its immediate Subcircles. Alternatively, any group of members may identify a potential Circle’s Aim and Domain and request an existing Circle to create it as that Circle’s Subcircle.

The Subcircle Leader and some or all of its initial members may be selected by the Parent Circle in a Consent Election. The Subcircle confirms the selection of the Leader by Consent. Alternatively, the Subcircle may propose its own Leader, to be confirmed by the Parent Circle by Consent. The Leader of a Subcircle serves as a full member of both the Subcircle and the Parent Circle. Subcircles select a Delegate to serve on its Parent Circle. The Parent Circle confirms the selection of the Delegate by Consent. The Delegate from a Subcircle serves as a full member of both the Subcircle and the Parent Circle.

Once a Circle is established, anyone may request to join that Circle. The request is put on the Circle’s agenda as a proposal to be discussed with the prospective member present. The existing members of the Circle, by Consent, accept or decline a prospective member. New members will be oriented to the Aims and activities of the Circle so that they can become productive members as quickly as possible.

**5.4 Dissolution of Circles** Either a Circle or its Parent Circle may dissolve a Circle by Consent if the existence of the Circle no longer benefits the Aim of the Organization. Reasons for dissolving a Circle include but are not limited to difficulty populating the Circle, inability to operate the Circle sustainably, or financial hardship. If a Circle is dissolved, its Aims and Domain automatically fallback to the Parent Circle, and the Circle’s members shall inform the members of the Parent Circle of all work and information that is material to the continued operation of the Organization.

**5.5 Criteria for Circle Membership; Community Agreements of a Circle.** Circles should be inclusive and welcoming. Every Circle selects its members by Consent.



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All Circles have a defined membership of individuals who:

1. Attend Circle meetings regularly;
2. Inform Circle members if they will be absent from or late to any meeting;
3. Participate in accordance with Sociocratic principles, norms, patterns, and practices;
4. Work to fulfill the Circle's Aim and carry out the Circle's work in between meetings;
5. Make reasonable efforts to sustain a quality of connection among members that supports the Circle's ability to achieve its Aims;
6. Make reasonable efforts to resolve interpersonal conflicts that occur within the Circle;
7. Willingly offer and accept feedback; and
8. Commit to these community agreements and any other agreements adopted by a Circle.

**5.6 Removal from a Circle** If a member is having difficulty following the community agreements of a Circle or is in conflict with the aims of the Circle, the member or the Circle may initiate a respectful and open-minded conversation to discuss the best option for both the member and the Circle going forward, including different approaches to the work, different roles for the member, or the resignation of the member from the Circle. As a last resort, the member may be removed from a Circle by a proposal requiring Consent. The member may participate in the decision-making process of that proposal up to but not including the Consent round. If a Circle member proposes an agenda item considering another member's removal from the Circle, no one may object to or block that agenda item.

**5.7 Resignation of a Circle Member** Before a Circle member resigns from a Circle or a role within a Circle, they are strongly encouraged to meet with their circle leader to discuss their concerns. If necessary, they can meet with the full Circle to explain what they have been working on and how they propose to transition those responsibilities to the remaining members. Resignations are formally recognized by their Circle and noted in the Circle's minutes.

**5.8 Feedback Cycles** Feedback cycles include:

- Each Circle relies on feedback to improve its capacity to achieve its Aims. Circle meetings should end with an evaluation of the process of the meeting, including the meeting's productivity, group process, and interpersonal issues.
- Evaluations occur regularly on the performance of the Circle as a whole and as individuals in their roles.
- Other feedback should include evaluations of specific workflows, projects, and



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policies that occur according to their purposes and terms. Feedback is based on the concept of Lead Do-Measure cycle. Lead-Do-Measure is an iterative process of planning, carrying out the plan, and measuring and evaluating the success of the action performed. During the “lead” phase, the Circle makes a plan to achieve a desired outcome based on previous experiences. During the “do” phase, the Circle performs the action toward the desired outcome. Finally, in the “measure” phase, the Circle evaluates whether the plan or processes being used are accomplishing what was intended.

**5.9 Input on Decisions** Circles are responsible for seeking appropriate levels of input from the members of the organization when they make policies that affect those members.

**5.10 Logbook** Circles record the content of their meetings at a reasonable level of detail, providing that all decisions are stated verbatim and include a review date. Circles maintain a collection of documents accessible to the full Organization (“Logbook”) that includes, but is not limited to:

1. The Circle’s Aim and Domain, members, role descriptions, policy decisions, and meeting minutes; and
2. Any other documents that record the Circle’s activities and plans.

## 6 Circle Roles

**6.1 Roles in General** Any member may fill more than one role as defined below, except a Delegate and Leader may not be the same person. These roles are selected using the Selection Process described in Section 7.5. See Section 7.2 for more information on Consent. Any person in a selected role may appoint a substitute to cover their absence from a meeting or a substitute may be appointed by the Leader, Facilitator, or Secretary (in that order). All Circle members are responsible for supporting the functioning of their Circles, particularly supporting the listening and mutual understanding of Circle members. All Circles have a Leader, a Delegate, a Facilitator, and a Secretary. Circles may decide to also have a Log Keeper in addition to a Secretary. Members may serve in a role for a term determined by Consent of the Circle.

**6.2 Leader** The role of the Leader is to coordinate the work of the Circle. The Leader is a full working member of both the Circle and its Parent Circle. The Leader communicates



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the directions and decisions of the Parent Circle to the Circle. The Leader may be selected by either the Circle or Parent Circle, however both Circles must confirm the selection by Consent. The Leader may make time-sensitive decisions without specific authorization to do so by the Circle, as long as the Leader makes reasonable efforts to seek all Circle members' input before the decision is made and communicates such decisions afterwards. Any such time-sensitive decision will be reviewed at the next Circle meeting. Agenda development is a collaborative process among the Facilitator, Leader, and Secretary that varies across Circles.

The Leader who connects the General Circle to the Mission Circle is the Operational Leader/ President/Executive Director.

**6.3 Delegate** The role of the Delegate is to communicate the interests, concerns, and activities in the Domain of their Circle to its parent circle. The Delegate is a full working member of both the Circle and its Parent Circle. The Delegate serves as a second link between the Circle and its Parent Circle. The Delegate is selected by their own Circle and is confirmed through Consent by the Parent Circle receiving the Delegate as a member.

**6.4 Facilitator** The role of the Facilitator is to conduct Circle meetings, to provide leadership in decision making, to support listening and mutual understanding, and to ensure that the Circle is functioning based on the principles and methods of sociocracy. Agenda development is a collaborative process among the Facilitator, Leader, and Secretary that varies across Circles. It is the Facilitator's responsibility to ensure that the agenda is something they can facilitate.

**6.5 Secretary** The role of the Secretary is to perform tasks associated with the administrative functioning of the Circle, such as arranging and announcing Circle meetings, distributing study materials and proposals, taking minutes or ensuring that minutes are taken, distributing minutes, maintaining the records of the Circle, and performing any other tasks assigned by the Circle. As the keeper of the records, the Secretary interprets policies when questions of meaning or intent arise. Agenda development is a collaborative process among the Facilitator, Leader, and Secretary that may vary across Circles. The Secretary ensures that the agenda includes policies and roles that are due for review.

**6.6 Log Keeper** The role of the Log Keeper is to maintain the Circle's Logbook. By default, the Circle secretary is the Circle's Log Keeper. Depending on the size of the





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Circle and the complexity of its work, the role of the Log Keeper may be separated from the role of the Secretary. The Log Keeper for the organization as a whole is selected by the General Circle.

**6.7 Clerk** The role of the Clerk of the Organization is to prepare and maintain the Board's records, and to respond to requests in legal matters and/or from government agencies. More detailed information is in the Board Clerk Role description.

**6.8 Treasurer** The role of the Treasurer is to serve as chief financial officer. The Treasurer ensures that financial reports and budgets are well-prepared and that government reporting requirements are fulfilled. More detailed information is in the Board Treasurer Role Description.

**6.9 Operational Roles** A Circle may delegate specific responsibilities, tasks, and authority to anyone to be carried out autonomously within the limits set by the Circle. Most of the work of the organization is done by people filling operational roles.

Operational Roles should be created to hold operational tasks within a Circle so that the attention and work will lie in the holder of the role instead of the whole Circle. In order to move operations into a role, the Circle shall create a role description and then select an individual to fill that role. Both steps shall be taken by Consent of the Circle.

**6.10 Role Vacancy** Any vacancy or anticipated vacancy in any Circle or any role may be filled at any meeting of the Circle, by the Consent of the remaining members.

## **7. Decision-Making Process**

**7.1 General Process** When an issue or question comes to a Circle, it may decide the question or send the question to another Circle for input or decision. A Circle may create a Helping Circle to research the question and make a recommendation. A Circle may request time in another Circle's meeting to seek more input. How much input to request and what methods to use to gather that input is at the discretion of the Circle requesting input. Each Circle ultimately has the responsibility and authority for making decisions in their Domain.

**7.2 Consent** Policies, selections, and decisions are made by Consent. Consent is reached when the proposal receives no reasoned objections from any Circle members.

An objection is reasoned when its basis is a concern that carrying out the proposal would negatively impact the circle's aim or the organization's vision, values, and mission. An objection's basis should not be personal preference. A reasoned objection allows Circle



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members to understand the concern, even if others do not share the same view of that issue.

Because Consent is based on dialogue, every member of a Circle should give consent before a proposal can take effect. Active participation in a meeting where a proposal is being considered is the best approach to getting Consent, but each Circle will establish its own written policy for obtaining Consent from members absent from meetings and obtaining Consent via asynchronous means.<sup>1</sup>

**7.3 Inability to Reach Consent** If a Circle cannot reach Consent to a proposal within a reasonable time, the Leader or a Delegate may bring the proposal at issue to its Parent Circle for additional consideration. If the Parent Circle cannot reach Consent to the proposal, the Leader or a Delegate of that next higher Circle may bring the proposal at issue to the next higher Circle and so on until Consent is reached.

**7.4 Inability to Reach Consent in the Mission Circle** If the proposal has reached the Mission Circle and Consent still cannot be reached within a reasonable time, the Facilitator may select an outside expert or mediator to help the Circle make a decision on the proposal after a careful review of their credentials and possible conflicts of interest. If the Facilitator fails to choose an outside expert or if a majority of the Mission Circle disagrees with the Facilitator's choice of expert, an expert will be selected by a simple majority of the Mission Circle. After receiving input from the outside expert, the Mission Circle will again seek Consent on the proposal. If the Mission Circle cannot reach Consent on the proposal within a reasonable time, the last-resort decision-making process described in Section 7.5 may be invoked.

**7.5 Last-Resort Decision-Making Process** There may come a time when the Mission Circle is unable to make a critical decision following the process described in Section 7.4. In this unlikely situation, the organization needs the capacity to decide. As a "last resort," any circle member may invoke the following resolution process for this proposal:

*The Resolution Process.* The Resolution Process aims to reach Consent by temporarily removing members of the Mission Circle at random. Once the Resolution Process has been invoked by the Facilitator, the Secretary initiates the random selection of one (1) Mission Circle member present using an

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<sup>1</sup> Possible policy options for obtaining Consent from absent members include: (1) making a policy that absent Circle members will have to object within 24 hours of receiving the minutes, otherwise, the Circle assumes the absent member's Consent; (2) making a policy that all Consent decisions are on hold until the absent member Consents after the meeting; and (3) making a policy to obtain the opinions of absent members ahead of time. Refer to Section 8.8 for the Mission Circle's absent member policy.



unbiased, computerized tool, and that Mission Circle member is temporarily removed from the Consent process. Another Consent process to approve or reject the proposal is initiated. If Consent to approve, withdraw, or amend the proposal is not reached within thirty (30) minutes, a second member is removed in the same way. This process repeats until Consent is reached or, until the number of Mission Circle members is reduced to three (3), at which point the proposal is deemed to have been rejected and may not be reconsidered for six (6) months from that date without Consent of the Mission Circle.

A decision approved pursuant to the process described in this Section 7.5 will be evaluated and re-approved or rejected by Consent of the Mission Circle after one (1) year, but not sooner, without consent of the circle.

**7.6 Selection Process** Circles generally use this Selection Process to reach Consent on the selection of a person for a role, but may also opt to use the Consent process outlined in 7.2. The Selection Process is comprised of the following steps:

1. Review Role. Circle members identify and describe the role being filled, including the responsibilities and authorities of the role. If the role already exists, any changes to the Circle's description of the role must be Consented to.
2. Explore Term. Circle members Consent to the term that the selected member will serve in the role.
3. Explore Qualifications. Circle members list the qualifications, characteristics, or skills they would like to see in the person who will fill the role. The members may use rounds to identify qualifications. If qualifications have been previously considered for the role, the Circle may simply check to see if there are any changes needed.
4. Consent to Qualifications. Circle members Consent to the list of qualifications. Members should recognize that qualifications are desirable traits for the role being filled and not requirements for selection.
5. Write Down Nominations. Circle members nominate a candidate, in writing, who best matches the qualifications for the role. Members may nominate themselves. If selections for multiple roles are being made at the same time, members will nominate a candidate for each role.
6. Nominations Round. In a round as described in Section 8.5, Circle members share who they nominated and why. If selections for multiple roles are being made at the same time, members will share their nominations for each role. Members may



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build upon others' reasons for nominations, but may not argue or invalidate others' ideas.

7. **Change Round.** In a round as described in Section 8.5, Circle members will share whether they wish to change their nomination after hearing other nominations and state their reasoning. The members may have multiple Change Rounds but should not attempt to reach unanimous nominations.
8. **Proposal.** A candidate will be proposed by the Facilitator, or by another person selected by the Facilitator. Reasons for the proposed candidate shall also be given. If selections for multiple roles are being made at the same time, a candidate for each role will be proposed.
9. **Consent Round.** In a round as described in Section 8.5, Circle members will share whether they consent or object to the proposed candidate(s), including their reasons. Objections should only be given if the Circle's aims would be negatively affected by selection of the proposed candidate(s). If there is a reasoned objection, the facilitator will seek resolution of the objection. Should no resolution be reached, the facilitator will propose another candidate. The Consent Selection Process is completed when Consent is reached.

## **8. Meetings**

**8.1 Annual Meetings of the Mission Circle** Annual meetings of the Mission Circle will be held for the purposes of conducting the Consent Selection Process and any other business needed. The Mission Circle sets a time and place for annual meetings by Consent of its members.

**8.2 Special Meetings of the Mission Circle** Special meetings of the Mission Circle will be held at such time and location as called for by Consent of the Mission Circle.

**8.3 All Other Circle Meetings** All Circles will regularly meet at an agreed-upon time and place. Presence at a meeting includes participation by conference telephone, video conference equipment, or similar remote communications equipment, provided all Circle members participating can speak with and hear each other at the same time.

**8.4 Running Circle Meetings** All Circle meetings should contain three (3) parts: opening, content, and closing.



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1. The aim of the opening part of the meeting is to enter the meeting and be ready for the content of the meeting. The opening portion of the meeting contains several parts.
  - a. Check-In. The goal of the check-in is to mentally transition into the meeting. The Circle may have a short round to share anything they want; every member will be given the opportunity to speak.
  - b. Administrative. The Circle should acknowledge the attendance of all Circle members, affirm the expected length of the meeting, consent to the previous meeting's minutes if needed, announce any important information relating to the Organization or its broader network, and clarify the time and place of the next meeting.
2. Content. The content portion of the meeting is where the Circle can discuss the agenda, make decisions, make role selections, or cover any other substantive topics. It is broken into three (3) parts.
  - Consent to Agenda. The agenda is presented to the Circle, and any questions about it should be discussed and answered. Changes or additions may be proposed and discussed, and a Consent Round will be made pursuant to Section 8.5(C).
  - Resolving Agenda Items. Agenda items should be classified as: (i) understanding a report, (ii) exploring an issue, or (iii) making a decision. During a report, the Circle is given information and the opportunity to ask clarifying questions. When exploring an issue, the Circle reports on the topic in question and then does rounds to collect ideas and feedback. When making a decision, the Circle reports on the issue, explores the issue, and then does a Consent round pursuant to Section 8.5(C).
  - Update Backlog. The backlog is a list of topics that were not on the agenda but that require attention. After resolving agenda items, the Circle should assess what topics have been resolved, what new topics have emerged, and what topics still need to be covered. This information should be used to generate the agenda for the next meeting.
3. Closing. The closing of the meeting consists of a short round where Circle members are given the opportunity to evaluate the meeting. Evaluations may cover what went well in the meeting and what can be improved. Members may give feedback on the process of the meeting, the content of the meeting, or interpersonal concerns.

**8.5 Rounds** All Circles use rounds to facilitate meetings or discuss agenda items. Any Circle member may suggest a round be initiated at any time. Once a round is initiated, the



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Facilitator calls upon a Circle member to begin. Each Circle member is given a turn to speak without interruption until every Circle member has spoken. A Circle member may choose to pass on their turn, except in a Consent Round. Three (3) types of rounds are:

1. **Clarifying Questions Round.** A Clarifying Questions Round may be called whenever there has been a proposal, statement, or idea that needs to be understood before the Circle members form or state their opinions. The Facilitator may decide whether questions will be answered after the round or as they arise. All Circle members should confirm that they understand the proposal or raise a question. There may be multiple rounds as needed.
2. **Reaction Round.** A Reaction Round may be called to gather input from Circle members, explore ideas and opinions, or suggest amendments to proposals. There may be multiple rounds as needed.
3. **Consent Round.** A Consent Round may be called to make decisions and discuss objections on a proposal. Members must either give Consent or a reasoned objection during a Consent Round. Members may not pass. If there are no objections during a Consent Round, the proposal is approved.

A Circle may decide to limit the time each Circle member has to speak. The Facilitator may keep time or may appoint a timekeeper.

**8.6 Notice** All Mission Circle members will be notified of upcoming meetings at least 7 days in advance of the meeting, except for special meetings of the Mission Circle, which may be called 3 days in advance of a special meeting in time-sensitive situations. Notice is sufficient if given at a prior meeting and given to absent Circle Members within twelve (12) hours after that prior meeting. Notice requirements of any meeting may be waived by Consent of all Mission Circle members. Notice of a meeting may be given by mail, email, phone, or any other method agreed to by Consent of the Mission Circle. All other Circles shall set their own rules and procedures for giving notice of meetings.

**8.7 Quorum** At least one-third (1/3) of the entire Mission Circle must Consent to any proposal for it to be binding on the Organization.

Members present by any means that allow them to participate in the discussion, resolve objections, and Consent or vote, as appropriate, are included in these numbers. Other Circles may determine their own rules for quorum.

**8.8 Absent Members** Minutes of any Mission Circle meeting and any decisions made there will be available electronically after completion of the meeting to all members of



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the Circle. Members of the Circle have forty-eight (48) hours after the meeting at which they were absent to inform the Leader of the Circle of any objections. Failure to respond within forty-eight (48) hours will constitute Consent to the decisions recorded in the minutes. The Leader will be responsible for speaking with the absent member to decide how to address the objection (either by dropping the objection, bringing the decision back to the Circle for review, or delaying the implementation of the decision until after the subsequent meeting of the Circle.)

If the members of the Mission Circle present at the meeting at which a decision has been made believe the decision is so time-sensitive that a forty-eight (48) hour delay would be an unreasonable time to wait for absent members to give Consent, they may approve a proposal based on the Consent of only the present members of the Mission Circle as long as a reasonable effort is made by the Secretary to contact all absent members of the Mission Circle before or during the meeting.

**9. Administrative Matters and Transparency** At each meeting, the Secretary, or a person delegated such responsibility by the Secretary, will take minutes and make them available to the other Circle members. Minutes of meetings shall be stored safely in physical or electronic form. Every Circle member has access to the documents and the Secretary must keep the records accessible. The Clerk of the Mission Circle is responsible for the records of the Organization and should be prepared to produce such records.<sup>2</sup>

## **10. Compensation**

The General Circle may create a compensation policy to establish who shall receive compensation for their services and how determinations will be made regarding compensation for services. Subject to the conflict of interest policy, Mission Circle members may be paid reasonable compensation for their labor. Any member of a Circle may be reimbursed for ordinary and necessary expenses incurred in their activities at the determination of the General Circle.

## **11. Fiscal Year**

The fiscal year of the Organization is July 1- June 30.

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<sup>2</sup>A time frame for how long records must be kept may be added.



## 12. General Provisions

**12.1 Books and Records** Subject to the Organization's Records Retention and Destruction Policy described in Section 12.2, the Organization will keep correct and complete records of the activities and transactions of the Organization. The records contain a copy of the Organization's Certificate of Incorporation; a copy of these Bylaws; copies of all decisions and resolutions made; and all Logbooks of all Circles within the Organization.

**12.2 Policy** The Organization will adopt and maintain the following policies, which the Organization will follow in any instance where it faces issues relating to those policies. The Mission Circle will oversee the adoption, implementation of, and compliance with any of these policies adopted by the Organization. [Note: here list policies, e.g. Records Retention and Destruction Policy, Conflict of Interest Policy, Non-Discrimination-Harassment policy, Whistleblower Policy, Conflict Engagement Policy.]

**12.3 Indemnification and Insurance** The Organization will, to the fullest extent permitted under the laws of the State of Massachusetts, indemnify (protect against third party lawsuits) each member of every Circle from and against any and all threats, claims, judgments, fines, or amounts paid in settlement, as well as reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of any actions, suits, or proceedings, or any appeal thereof, relating to his or her duties, services, or responsibilities to the Organization. No indemnification will be made to or on behalf of any such person if:

1. Their acts were committed in bad faith or were the result of deliberate dishonesty and such bad faith or dishonesty is material to the action or proceeding;
2. Their acts were grossly negligent or intentional torts or crimes; or
3. They personally gained a financial profit or any other advantage to which they were not legally entitled.

The Organization may purchase and maintain insurance to indemnify the Organization for any obligation that it incurs due to its indemnification of persons pursuant to this Section 12.3, or to indemnify such persons in instances in which they may be indemnified pursuant to this Section 12.3.





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### **13. Dissolution Plan**

The Mission Circle may decide by the Consent of the Mission Circle, at a meeting at which at least two-thirds (2/3) of the members of the Mission Circle participate, to dissolve the Organization. If it is considering taking this action, the Mission Circle will give notice thirty (30) days prior to adoption of any plan of dissolution to all Circles for them to consider the proposed dissolution and provide input on the proposal. If the Mission Circle seeks to dissolve the Organization after this period of thirty (30) days, the Mission Circle will adopt a plan for the dissolution of the Organization and the distribution of its assets, in compliance with the requirements of the Not-for-Profit Corporation Law, and would carry out the plan of dissolution, pay its liabilities, and distribute its assets in accordance with the Not-for-Profit Corporation Law and the Internal Revenue Code.

### **14. Amendments**

These Bylaws may be amended, altered, or repealed in whole or in part by Consent of the Mission Circle. The Mission Circle shall give notice of its intent to amend these Bylaws to all members of the Organization at least thirty (30) days prior to a meeting to discuss that proposal. The purpose of such notice is to allow all Circles the opportunity to call special meetings, if necessary, to deliberate and give input and feedback to the Mission Circle.

### **15. Severability**

If any provision of these Bylaws or the application of such provision is held to be invalid, illegal, or unenforceable, the remainder of these Bylaws or the application of any provisions herein other than those which were held to be invalid, illegal, or unenforceable will not be affected by that holding, and each term and provision of these Bylaws will be construed to be valid and enforceable to the fullest extent permitted by law.