



# How Association Decisions [Really] Get Made

Michigan Society of Association Executives (MSAE)

**A**ssociation decision-making may appear opaque—or at times unnecessarily cumbersome—to those encountering it for the first time. In reality, the structure behind it is meant to do more than control the process. It helps the organization act lawfully, consistently, and with clear accountability, while also supporting representative governance by giving members defined ways to shape the association’s direction. That structure is built on a practical hierarchy of law, governing documents, board direction, delegated authority, and meeting process.

## State & Federal Laws and Articles of Incorporation

At the highest level are state and federal laws and the association’s articles of incorporation. State nonprofit corporation laws set the legal rules for forming, governing, and maintaining associations. Federal law shapes tax treatment, reporting, and exemption requirements under the Internal Revenue Code. The articles of incorporation are the association’s foundational legal document. They create the corporation, state its name, specify its purpose, and list other state-required elements. Nonprofit, tax-exempt associations must also follow rules tied to that status. They must further an exempt purpose, avoid private inurement, and meet filing and reporting obligations. For some groups, extra limits apply to political campaign activity and related conduct. Together, these legal requirements set the association’s outer operating boundaries. From there, the organization’s governing documents give more specific guidance on authority structure and decision-making.

## Bylaws

Next are the bylaws, which serve as the association's core governance document. Bylaws set out the essential rules for how the organization governs itself. These include membership, voting rights, board composition, officer roles, meetings, quorum, and elections. They also describe how board members and officers are selected, how nominations are handled, and how the bylaws themselves may be amended. While bylaws often identify a few standing or required committees, commonly executive, finance, and nominating, they do not attempt to catalog every committee an association may need. Additional committees, task forces, or advisory groups are created by board action and filled through appointment as needed. If laws and articles of incorporation establish the association's legal existence, the bylaws define the basic rules for how authority is structured, exercised, and revised. From there, board policies and related governance tools provide more detailed direction for how the association operates in practice.

## Board Policy

Below the bylaws are board policies, which provide more detailed, practical guidance on how the association governs and operates. Adopted by the board, these policies establish standing expectations, guardrails, and procedures in areas where the bylaws are intentionally broader. They often address matters such as conflicts of interest, financial reserves, investments, antitrust compliance, document retention, whistleblower protections, and board conduct standards. While bylaws define the basic structure of authority, board policies help translate that structure into consistent practice and decision-making. In this way, policies support continuity, accountability, and sound governance from one board to the next.

## Motions, Resolutions & Strategic Direction

Boards also govern through motions, resolutions, and strategic direction, but they do not and should not make every decision themselves. Instead, they delegate defined responsibilities and authority to the chief staff executive, officers, committees, chapters, staff, or other appropriate bodies. Clear decision rights help distinguish who is responsible for advising, recommending, implementing, and approving. That clarity reduces confusion, supports accountability, and helps ensure decisions are made at the appropriate level.

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## Committees

Committees are another important part of association decision-making. They allow the board and staff to do more focused work, bring forward informed recommendations, and give sustained attention to areas that require deeper review. Some committees are standing bodies identified in the bylaws or board policy, while others are created by board action to address a particular need or priority. Their purpose and authority should be clearly defined, often through a charter, a written charge, or board action that establishes their role. Some committees monitor ongoing areas of responsibility, while others study issues, advise leaders, or develop recommendations for board or staff consideration. A committee's influence may be substantial, but its authority extends only as far as the association has assigned it.

## Meetings & Formal Authority

Finally, association decisions are shaped by both the meeting process and formal authority. Agendas, motions, discussion, and voting procedures all help ensure decisions are considered and acted upon in an orderly and transparent way. One common tool is the consent agenda, which groups routine, noncontroversial items into a single motion for approval. Used appropriately, it allows the board to spend less time on reports and administrative matters and more time on strategic discussion, substantive deliberation, and decisions that merit fuller attention.

Far from being a mere administrative formality, this decision-making framework enables associations to govern responsibly, engage members meaningfully, and act with continuity over time.

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