# BYLAWS OF

# _____
# A NONPROFIT CORPORATION

**1. NAME AND PRINCIPAL OFFICE**. The name of this corporation is _____ ("Corporation"), a nonprofit corporation organized under the laws of the State of _____ ("State") by the filing of its articles of incorporation, certificate of incorporation, or similar formation document ("Articles of Incorporation"). The principal office of the Corporation shall be located at the following address, or at such other place as the Board of Directors of the Corporation ("Board") may determine from time to time:

Principal Office: _____

**2. GOVERNING LAW**. The Corporation is governed by the nonprofit corporation laws of the State ("Governing Law"). Except as otherwise provided herein, the Governing Law shall apply to the governance of the Corporation. If any provision of these Bylaws conflicts with Governing Law or the Articles of Incorporation, Governing Law and the Articles of Incorporation shall control, and the conflicting provision shall be deemed modified to the minimum extent necessary to comply. If any provision of these Bylaws is held invalid, the remaining provisions shall continue in full force and effect.

**3. PURPOSE**. The Corporation is organized for the following purpose(s):
_____.
The Corporation's status under the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax law ("Code"), is as follows: *(check one)*

☐ - **Charitable Organization.** The Corporation is organized and shall be operated exclusively for charitable, religious, educational, scientific, or literary purposes within the meaning of Section 501(c)(3) of the Code.

☐ - **Other Exempt Organization.** The Corporation is organized and shall be operated as an organization described in Section 501(c)(___) of the Code.

☐ - **No Federal Exemption.** The Corporation has not sought recognition of exemption from federal income tax.

**4. MEMBERS**. The Corporation shall: *(check one)*

☐ - **HAVE NO MEMBERS.** The Corporation shall have no members within the meaning of Governing Law, and any action that would otherwise require the approval of members shall require only the approval of the Board. The Board may recognize donors, volunteers, or supporters as "members" or "associates" in

an honorary capacity only, without any voting or other rights under Governing Law.

☐ - **HAVE MEMBERS.** The Corporation shall have one class of voting members ("Members"), each of whom shall have one vote. The qualifications for membership are: _____.
An annual meeting of the Members shall be held at a time and place fixed by the Board, with written notice given within the period required by Governing Law. A quorum of the Members shall be ___% of the Members entitled to vote, but not less than the minimum required by Governing Law.

**5. BOARD OF DIRECTORS**. The activities and affairs of the Corporation shall be managed by, or under the direction of, the Board.

a.) Number. The Board shall consist of ___ Directors, but in no event fewer than three (3) Directors or fewer than the minimum number required by Governing Law.

b.) Election and Term. Directors shall be elected by the Members, if the Corporation has Members entitled to elect Directors, and otherwise by the Board. Each Director shall serve a term of ___ year(s), not to exceed the maximum term permitted by Governing Law, and until a successor is elected and qualified, unless the Director resigns or is removed earlier.

c.) Vacancies. Any vacancy on the Board, including a vacancy created by an increase in the number of Directors, may be filled by a majority of the Directors then in office, even if less than a quorum, except that a vacancy in a seat elected by the Members shall be filled as Governing Law provide. A Director elected to fill a vacancy shall serve the unexpired portion of the predecessor's term.

d.) Resignation and Removal. Any Director may resign at any time by giving written notice to the Board, the President, or the Secretary. Any Director may be removed, with or without cause, by a majority of the Directors then in office or, in the case of a Director elected by the Members, by the Members, in each case in the manner permitted by Governing Law.

e.) Compensation. Directors shall serve without compensation for their services as Directors, but may be reimbursed for reasonable expenses incurred on behalf of the Corporation. Nothing herein shall prevent a Director from receiving reasonable compensation for services rendered to the Corporation in another capacity, if approved in accordance with the Conflict of Interest section of these Bylaws.

**6. MEETINGS OF THE BOARD**. The Board shall hold an annual meeting at such time and place as the Board determines, for the purpose of electing officers, electing Directors where the Board elects Directors, and transacting any other business. The

Board may, by resolution, provide for regular meetings without notice other than such resolution. Meetings may be held at the principal office of the Corporation or at any other place the Board determines. Any Director may participate in any meeting of the Board or of a committee by videoconference, telephone, or any other means by which all participating Directors can simultaneously hear each other, and such participation shall constitute presence in person at the meeting.

**7. SPECIAL MEETINGS**. Special meetings of the Board may be called by: *(check all that apply)*

☐ - **President.**

☐ - **Chairperson of the Board.**

☐ - **___ or More Directors.**

☐ - **Other.** _____

Notice of the date, time, and place of each special meeting shall be given to each Director at least two (2) days before the meeting if delivered in person, by telephone, or by e-mail, or at least five (5) days before the meeting if sent by mail, or such longer period as Governing Law require. A Director may waive notice in writing, and a Director's attendance at a meeting waives notice unless the Director attends for the express purpose of objecting to the transaction of business because the meeting was not lawfully called.

**8. QUORUM AND VOTING**. A majority of the Directors then in office shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless Governing Law, the Articles of Incorporation, or these Bylaws require a greater number. Each Director shall have one vote, and Directors may not vote by proxy.

**9. ACTION WITHOUT A MEETING**. Actions of the Board: *(check one)*

☐ - **Must be Made with a Meeting ONLY.** Any action required or permitted to be taken by the Board must be taken at a meeting held in accordance with these Bylaws.

☐ - **Can be Made WITHOUT a Meeting.** Any action required or permitted to be taken by the Board, or by any committee of the Board, may be taken without a meeting if all Directors, or all members of the committee, consent to the action in writing, including by electronic transmission. Such written consents shall be filed with the minutes of the proceedings of the Board or committee and shall have the same effect as a unanimous vote.

**10. COMMITTEES**. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two (2) or more Directors, and may delegate to them such authority of the Board as the resolution provides. No committee may fill vacancies on the Board, elect or remove Directors, amend the Articles of Incorporation or these Bylaws, approve a merger, dissolution, or sale of all or substantially all of the Corporation's assets, or take any other action Governing Law reserve to the full Board. The Board may also create advisory committees that include persons who are not Directors, but such committees shall have no authority to act on behalf of the Board.

**11. OFFICERS**. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and may include a Chairperson of the Board, one or more Vice Presidents, and such other officers as the Board may appoint. Officers shall be elected by the Board for a term of one (1) year and shall hold office until their successors are elected and qualified. Any officer may be removed, with or without cause, by a majority of the Directors then in office, and any vacancy shall be filled by the Board for the unexpired portion of the term. Any compensation of officers shall be reasonable and fixed by the Board in accordance with the Conflict of Interest section of these Bylaws.

a.) Chairperson of the Board. The Chairperson of the Board, if one is elected, shall preside at all meetings of the Board and shall perform such other duties as the Board may prescribe.

b.) President. The President shall be the chief executive officer of the Corporation, shall have general supervision of its day-to-day activities, shall preside at meetings of the Board in the absence of a Chairperson, and shall ensure that the orders and resolutions of the Board are carried out.

c.) Vice President. Each Vice President, if any, shall perform the duties of the President in the President's absence or disability and such other duties as the Board may prescribe.

d.) Secretary. The Secretary shall keep the minutes of all meetings of the Board, its committees, and the Members, give all notices required by these Bylaws or Governing Law, maintain the records of the Corporation, and certify copies of these Bylaws and of any resolution of the Board.

e.) Treasurer. The Treasurer shall be the chief financial officer of the Corporation, shall have custody of its funds and securities, shall keep full and accurate accounts of receipts and disbursements, shall deposit all funds in the name of the Corporation in depositories designated by the Board, and shall report to the Board on the financial condition of the Corporation at each regular meeting and whenever requested.

**12. CONFLICT OF INTEREST**. Any Director, officer, or committee member who has a direct or indirect financial interest in any contract, transaction, or arrangement with the

Corporation, including an interest held by a family member or by an entity in which such person is a director, officer, employee, or owner, shall disclose the existence and nature of the interest to the Board before the matter is acted upon. The interested person shall not be present for the deliberation of, or vote on, the matter, except to answer questions. The contract, transaction, or arrangement may be approved only if a majority of the disinterested Directors present at a meeting at which a quorum is present determines, after reasonable inquiry, that it is fair and reasonable to the Corporation and in its best interest. The minutes shall record the disclosure, the absence of the interested person, and the vote. The Board may adopt a more detailed conflict of interest policy consistent with this section.

**13. INDEMNIFICATION**. Subject to Governing Law, any Director or officer of the Corporation shall: *(check one)*

☐ - **BE INDEMNIFIED** and held harmless by the Corporation to the fullest extent permitted by Governing Law against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with any action, suit, or proceeding to which such person is made a party by reason of serving or having served the Corporation. No indemnification shall be made for acts committed in bad faith or involving intentional misconduct, fraud, or a knowing violation of law.

☐ - **NOT BE INDEMNIFIED** or held harmless by the Corporation, except to the extent indemnification is required by Governing Law.

In no event shall any indemnification be made that would constitute an excess benefit transaction under Section 4958 of the Code or an act of self-dealing under Section 4941 of the Code. The Corporation may purchase insurance on behalf of any Director or officer against any liability asserted against such person in that capacity.

**14. EXECUTION OF DOCUMENTS**. All contracts, checks, drafts, demands for money, notes, and other instruments of the Corporation may be signed by: *(check all that apply)*

☐ - **Board of Directors.**

☐ - **Chairperson of the Board.**

☐ - **President.**

☐ - **Treasurer.**

☐ - **Secretary.**

☐ - **Other.** _____

**15. PROHIBITED ACTIVITIES**. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, officer, Member, or other private person, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purposes. If the Corporation is described in Section 501(c)(3) of the Code, no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as permitted by Section 501(h) of the Code; the Corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office; and the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization to which contributions are deductible under Section 170(c)(2) of the Code.

**16. FISCAL YEAR**. The fiscal year of the Corporation shall end on _____ of each year, unless otherwise fixed by resolution of the Board.

**17. BOOKS AND RECORDS**. The Corporation shall keep correct and complete books and records of account; minutes of the proceedings of the Board, its committees, and the Members; a record of the names and addresses of its Members, if any; and copies of its Articles of Incorporation and these Bylaws, as amended. Such records shall be open to inspection by Directors, and by Members, if any, as Governing Law provide. If the Corporation is exempt from federal income tax, it shall make its application for exemption and its three (3) most recent annual information returns available for public inspection as required by Section 6104 of the Code.

**18. CORPORATE SEAL**. The Corporation shall: *(check one)*

☐ - **HAVE a Corporate Seal.** The corporate seal shall be in such form as the Board shall approve.

☐ - **NOT HAVE a Corporate Seal.**

**19. DISSOLUTION**. The Corporation may be dissolved only upon: *(check all that apply)*

☐ - **___% Vote of the Board of Directors.**

☐ - **___% Vote of the Members.**

☐ - **Other.** _____

Any such approval shall be in addition to any approval of the Members, notice to or approval of the attorney general, or court approval required by Governing Law. Upon dissolution, after paying or adequately providing for its debts and obligations, the Corporation shall distribute its remaining assets in accordance with the Articles of Incorporation and Governing Law. If the Corporation is described in Section 501(c)(3) of the Code, its remaining assets shall be distributed for one or more exempt purposes

within the meaning of Section 501(c)(3) of the Code, or to the federal government or a state or local government for a public purpose, as the Board determines. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations as the court determines.

**20. AMENDMENTS**. These Bylaws may be amended or repealed, and new bylaws adopted, by: *(check all that apply)*

☐ - **___% Vote of the Board of Directors.**

☐ - **___% Vote of the Members.**

☐ - **Other.** _____

Any amendment shall be subject to any approval of the Members required by Governing Law or the Articles of Incorporation, and no amendment shall be adopted that would cause the Corporation to cease to qualify for any federal tax exemption it holds.

**21. CERTIFICATION**. By the signature below, the undersigned Secretary of the Corporation certifies that these Bylaws are a complete and correct copy of the Bylaws of the Corporation, duly adopted by the Board on _____.

**Secretary's Signature**: _____

Date: _____

Print Name: _____