

prepared by sjamison

This does not represent a legal opinion. Use for informational purposes only.

**By-Laws of the NonProfit Corporation
adopted at the [date] Meeting**

ARTICLE I: NAME

This organization shall be known as the *****, Inc., a nonprofit corporation, hereinafter referred to as the “Corporation.”

ARTICLE II: PRINCIPAL OFFICE

The principal office of the Corporation will be at a location within the [state] as the Board of Directors may determine from time to time.

ARTICLE III: PURPOSE

The purpose of the Corporation is to:
restate what is in the Articles of Incorporation

This Corporation is formed for charitable, educational, and scientific purposes, including the making of distributions to organizations which qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

The Corporation promotes its purposes by collaborating with diverse organizations, agencies, partners, communities, and individuals, among others, to build capacity for self-reliance, environmental restoration, and a sustainable future. The Corporation may engage in research, education, and development; may establish and promote projects and activities which further its purposes; and may work with others in carrying out programs that accomplish its mission and have nonprofit, 501c3 purposes.

ARTICLE IV: MEMBERSHIP

You may decide not to have a membership. In which case, give the board the option of having a membership at a future time by reserving the power and authority to establish membership. See the article below on committees.

Section 1: Establishing Categories

Section 2: Rights and Responsibilities

Section 3: Annual Members Meeting

Section 4: Special Members Meeting

ARTICLE V: BOARD OF DIRECTORS

Section 1: Qualifications and Election:

The directors of the Corporation shall be active in and supportive of the purposes of the Corporation, shall be voting members of the Corporation, and shall conduct the affairs of the Corporation in a charitable and educational manner to improve the social and economic conditions of the populace. The initial Board of Directors will be composed of the original incorporators of this nonprofit corporation and shall serve until the full Board of Directors is elected by the voting membership. Where reference is made to the Board of Directors, or the Board, such reference will mean and include the persons so designated.

Section 2: Number of Voting Members of the Board of Directors

There shall be x# Directors, unless that number is hereafter increased or decreased by amendment to these Bylaws.

Section 3: Length of Terms

Once the full Board of Directors is elected by the Membership, each Director shall serve for x# years and terms. ----- Any Directorship to be filled by reason of an increase in the number of voting Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent voting Director.

Section 4: Removal of Directors

A Director who is not active in the affairs of the Corporation and misses two consecutive Board meetings without valid excuse will be removed from the Board upon an affirmative vote of a majority of the remaining directors. Any member of the Board of Directors may be removed from office by the vote of a majority of the total members of the Board at any scheduled meeting of the Board.

Section 5: Resignations

Any Director may resign at any time by giving 30 days written notice to the organization.

Section 6: Vacancies

If any vacancies shall occur on the Board of Directors, such vacancy may be filled for the remainder of the unexpired term by a person elected by majority vote of the remaining voting

Directors, even if the same is less than a quorum. In the event of a vacancy on the Board, the directors shall fill the vacancy by election at a regular Board meeting.

Section 7: Compensation

No Director will receive any compensation for service on the Board or as an Officer. However, nothing herein contained shall be construed to preclude any Director from serving the Corporation in some other capacity and receiving compensation for actual services provided to the Corporation. Such compensation must be approved in advance by an affirmative vote of a majority of the voting members of the remaining Directors.

Furthermore, a Director may receive reimbursement for actual expenses incurred as a Director conducting the Corporation's business and activities, including mileage to Board meetings. The rate of such compensation for services and/or reimbursements must be approved by the affirmative vote or written consent of a majority of the Board according to a budget for these services and/or expenses that is approved by the Board in advance and where funds for such expenses have already been secured.

ARTICLE VI: DUTIES OF DIRECTORS

These can be changed, but most of these duties are normally the responsibility of the directors.

Section 1: General Powers and Duties

The Board of Directors will exercise and perform all the duties and powers conferred or imposed upon the Directors by these By-laws, the Articles of Incorporation, and the Nonprofit Code of the [state], including the general powers to manage, direct, and control the activities, affairs, and property of the Corporation. It is the duty of the Board of Directors to manage these activities, affairs, and property with care and loyalty to the purposes of the Corporation.

The Board may delegate responsibility for day-to-day operations of the Corporation to an Executive Director and appropriate committees, but such delegation shall not absolve the Board from its oversight responsibilities.

Section 2: Special Powers and Duties

In addition to and without limitation of the foregoing general powers and duties, and such powers and duties as are vested in the Board of Directors by the [state] Nonprofit Code and laws and regulations for tax-exempt status under the Internal Revenue Service Code, the Board of Directors is vested with and responsible for, the following powers and duties:

A. Selection, appointment, and removal of all officers, agents, and employees of the Corporation and the fixing of any compensation.

B. The power to fix and levy dues and assessments upon a membership for the purposes of the Corporation; including, by example and without limitation, the funding of the Corporation's activities and the making of grants, gifts, and distributions, and the establishment and maintenance of adequate reserves for replacements, emergency expenditures, and anticipated capital expenditures.

C. The power to contract for and pay for, as reasonably necessary, fire, casualty, blanket liability, malicious mischief, vandalism, errors and omissions, and other insurance insuring members, the Corporation, the Board of Directors, the officers, agents, and employees of the Corporation, and other interested parties as the Board deems advisable.

D. The power to cause the Corporation to indemnify as appropriate the officers, directors, agents, fiduciaries, employees, and members of the Corporation to the fullest extent permitted by law.

Section 3: Books

The Board of Directors shall cause to be maintained a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles. The Board shall have control of any books, papers, or documents in the hands of the officers. All books, records, and papers of the Corporation, except those relating to personnel, legal, and other matters that the Board by resolution exempts for legitimate reasons, will be available for inspection by other Directors and partners in the Corporation's activities. Such may be copied at the principal office of the Corporation or at such other place as the Board may prescribe, subject to reasonable rules established by the Board for the time of inspection and payment of reproduction costs. A written request for inspection of the books shall receive a response within four weeks from its postmarked date.

ARTICLE VII: OFFICERS

The terms and specifics can be changed to reflect what makes sense to the organization. These are the generally accepted criteria.

Section 1: Designation

The officers of this Corporation shall consist of a President, a Vice-President, a Treasurer, and a Secretary. The officers shall be elected by a majority vote of the voting Members at their first meeting, and in each annual meeting thereafter. The officers shall be elected from the voting members of the Board of Directors. Such officers shall hold their respective offices for a term of one year, or until their successors are elected and qualified, unless they shall resign, be removed, or become disqualified.

Section 2: Multiple Officers

Any two of the said offices, except the offices of President and Secretary, may be held by the same person, if the Board of Directors shall so determine.

Section 3: Vacancies

In case a vacancy or vacancies shall occur in any of said offices, the same may be filled for the remainder of the unexpired term by majority vote of the qualified Directors.

Section 4: Removal of Officers

Upon affirmative vote of the majority of the entire Board of Directors, any officer may be removed for cause as determined by the Board, and her or his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

Section 5: Other Officers

The Board of Directors may, from time to time, appoint other officers of the Corporation, who shall perform such duties as may be assigned to them. They shall hold such offices at the pleasure of the Board.

ARTICLE VIII: DUTIES OF OFFICERS

These are standard duties expected in most bylaws. Modifications should be kept to a minimum.

Section 1: Duties of the President

The President shall convene regularly scheduled or special Board meetings and shall preside at or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, Treasurer. The President shall, in conjunction with at least one other board member, set the agenda for regular and special meetings.

The President shall sign all contracts and other instruments in writing authorized by the Board of Directors to be executed. She or he shall be an ex-officio member of all committees and shall have the active management of and general supervision over the affairs of the Corporation. She or he shall perform such other duties as may be required by law, by these Bylaws, and by the Board of Directors, and in general shall perform the duties and functions usually pertaining to and vested in the president of a Corporation.

Section 2: Duties of the Vice President

It shall be the duty of the Vice President in case of absence, sickness or other disability preventing the President from performing the duties of the office, to perform and discharge the duties and functions of the President, and such other duties as may be required of her or him by the Board of Directors.

Section 3: Duties of the Secretary

The Secretary will be Secretary of the Board of Directors. It will be the duty of the Secretary, or designee, to give proper notice of all meetings to the Board of Directors, to attend all such meetings and to keep, record, and preserve the minutes of all meetings of the Directors. The Secretary, or designee, will also attend to the filing of all papers and reports required by law to be filed. In general, the Secretary will perform such duties as usually pertain to the office of the Secretary, and such as may specifically be assigned by the Board of Directors.

Section 4: Duties of the Treasurer

The Treasurer will be the custodian of the funds of the Corporation, and all securities, valuable papers and documents connected with and pertaining to the business of the Corporation, which shall be kept in such depositories and in such manner as directed by the Board of Directors. The

Treasurer, or designee, will from time to time, disburse the funds of the Corporation in accordance with a budget prepared and approved by the Board of Directors and will keep complete and proper records, accounts, and vouchers for all funds disbursed. The Treasurer will present reports on the approved budget and bring to the Board's attention any budgetary and financial issues of significance.

The Treasurer shall chair the Finance Committee; present the Corporation's Annual Budget for approval; help develop fundraising plans; and make financial information available to Board members and the membership on a reasonable basis.

ARTICLE IX: MEETINGS OF DIRECTORS

Section 1: Regular Meetings and Notice

The Board of Directors shall meet at least x# times annually, at a place and time designated by the Board and with at least x# weeks notice to all members of the Corporation. Notice will be given by announcements in the local radio, newspaper of record, and mail, fax, or e-mail.

Section 2: Special Meetings

Special meetings of the Board of Directors may be called for the purpose of taking immediate action on any matter and may be called by

- a. any two voting Directors of the Board;
- b. one-third of the members in good standing; or
- c. the President

Notice for Special Meetings shall be given at least x# days in advance by the most efficient and effective means to reach all Directors, including electronic communications.

Section 3: Executive Session

Any voting Board Member can call for an Executive Session during any meeting called by the Board. The Board will move immediately into Executive Session on the affirmative vote of a majority of the directors present.

Section 4: Quorum to Conduct Business

A Board meeting must be attended by a quorum of at least three-fifths of the Board members before business can be transacted or motions made or passed. However, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. 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 of Directors, unless the act of a greater number is required by law, or by these Bylaws.

Section 5: Notice and Attendance

Any Director may at any time waive the notice required to be given under these Bylaws, or action may be taken by unanimous written consent thereto without a meeting. Any or all Board members may participate in a meeting by conference telephone or other communications

equipment by which all persons participating can communicate with each other at the same time, and such participation shall constitute presence in person at the meeting.

Section 6: Voting

For any matter which these Bylaws or the provisions of the [state] Nonprofit Corporation Act authorize or require voting by the Board of Directors of the Corporation, each voting Director will have one vote to be cast for any such matter.

Section 7: Presumption of Assent, and Noting of Dissent

Directors who are present at a meeting of the Board of Directors at which a decision or action on any matter is taken will be presumed to have assented to the decision or action unless their dissent is entered into the minutes of the meeting, or they file their written dissent to such decision or action with the person recording the minutes within ten (10) days of adjournment. Such right to dissent shall not apply to a Director who voted in favor of the decision or action at the meeting.

ARTICLE X: COMMITTEES

Section 1: Creation of Committees or Advisory Councils

The Board may establish committees or advisory councils as needed by resolution passed at any regular or special meeting. The resolution shall state the purpose and duration of the committee, how it shall be constituted, how it shall carry out its duties, and the terms of service for persons appointed to serve. At least one Board member shall have oversight of any such committee or council.

In appointing Committee Members or Advisors, the Board may consult with local organizations or community leadership. Committee Members or Advisors maybe representatives from partnering groups or organizations. Such appointees serve at the discretion of the Board of Directors and will not be considered Directors.

Section 2: Limitation on Powers

No committee or advisory council shall have any power to fill vacancies on the Board; adopt amend or repeal the by-laws; amend or repeal any resolution of the Board; or act on matters committed by the by-laws or resolution of the Board to another committee of the Board.

ARTICLE XI: AUTHORIZATION

Section 1: Debts and Obligations

No Officer, Director, partner, or other associated person of this Corporation shall authorize or incur any debt or obligation on its behalf except by authority contained in a motion approved by the Board of Directors.

Section 2: Execution of Documents

All written obligations of the Corporation shall be signed with the corporate name by the person or persons so designated by the Board of Directors. If necessary or required, the signature will be attested to by the Secretary.

Section 3: Checks and Funds

All checks drawn on Corporation funds will be signed with the corporate name by the person or persons so authorized by a resolution of the Board of Directors. Corporation funds will be deposited in an insured financial institution or institutions, as determined by the Board of Directors.

Section 4: Corporate Icon or Logo

The Board of Directors will have the power to select and to alter a corporate icon or logo for appropriate use. If a corporate icon or logo is created, it shall be used according to resolution of the Board, the laws of the [state], and other rules and regulations pertaining to nonprofit corporations.

Section 5: Bonding

The Board of Directors may require officers and employees of the Corporation to furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.

ARTICLE XII: INDEMNIFICATION

Section 1: Indemnification of Agents

The organization shall indemnify any agent of the organization including Directors, Officers, Staff, and Volunteers who were or are a party, or are threatened to be made a party, to any proceeding, administrative or investigative, as such a person was or is an authorized representative of the organization. This indemnification against expenses, judgments, fines, and amount paid in settlements actually or reasonably incurred by such a representative of the organization is contingent upon the determination that such person acted in good faith and in a manner he/she believed to be in, or not opposed to, the best interests of the organization. With respect to any criminal proceeding, indemnified persons shall have had no cause to believe that their conduct was unlawful.

Section 2: Indemnification Obligations

To satisfy indemnification obligations the organization may maintain insurance, obtain a letter of credit, act as a self-insurer, create a reserve trust, cash collateral, enter into indemnification agreements, or use any other arrangement whatsoever in such amounts, at such costs, and upon other terms and conditions that the Board shall deem appropriate.

Section 3: Advisement

This indemnification shall be made only if the organization shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding, or (2) if a quorum is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the director or officer has met the foregoing applicable

standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law, on the advice of independent legal counsel.

ARTICLE XIII: FISCAL YEAR

The Fiscal Year of the Corporation will be the calendar year (or whatever you decide). The Fiscal Year is subject to change from time to time, as the Board of Directors shall so determine.

ARTICLE XIV: AMENDMENTS

These By-laws, or any part thereof, and the Articles of Incorporation, may be amended by addition or deletion by an affirmative vote of two-thirds of the total number of the voting Board of Directors or fifty (50) percent of the total Membership eligible to vote. Proposed amendments must be submitted to the Secretary and sent out with board meeting notices to the Directors and Membership at least two weeks in advance.

CERTIFICATE

We, the undersigned, the President and Secretary of the Board of Directors of this nonprofit corporation, do hereby certify that the foregoing bylaws were duly adopted by a resolution of the Incorporating Board of Directors, with a quorum present, on this date ----, in [location, state].

President

Secretary-Treasurer

NOTE: The [state] may require a separate form for the Registered Agent to sign. Be sure to do this in conformance with the jurisdiction's requirements. Remember to send the Articles and Bylaws signed in duplicate. One set will be returned to the organization and one set retained for the official record in the [state's] office.

Also, remember that the organization must file reports to the state. Failure to do will result in the organization being removed from the file and the organization will no longer be active. 501c3 organizations are also required to file the federal form 990 annually. Be sure to do this correctly. Regulations have recently changed.