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*Non-profit organizations have some latitude in creating bylaws. We believe that this version, modified to suit, will work to get started. Start simple - it's easy to amend bylaws as you grow. Our attorneys made us refer you to*

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## **BYLAWS OF [ORGANIZATION NAME]**

### **ARTICLE I – NON-PROFIT PURPOSES**

Section 1: The purpose for which the Corporation is organized is exclusively for charitable (or religious) purposes as defined under Section 501(c)(3) of the Internal Revenue Code.

Section 2: The Corporation is organized for the specific purposes of

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### **ARTICLE II – MEMBERS**

Section 1: Membership shall consist of anyone who [DEFINITION OF MEMBERS]. *(A formal membership structure often grants members certain basic rights, such as the right to vote for directors and approve major program initiatives and expenditures. Most non-profits, especially smaller ones, do not have members, due to the additional paperwork and required formalities. Even without members, other people may still participate as advisors, patrons or contributors, but without a formal vote. However, if your non-profit is a club or social organization, it might make sense that all of the members have a formal vote on certain important matters.)*

### **ARTICLE III - BOARD OF DIRECTORS**

Section 1: Authority of Directors. The Board is responsible for overall policy and direction of the Corporation, subject to relevant provisions of state law and any limitations in its Articles of Incorporation.

Section 2: Board Size and Compensation. The Board shall have not fewer than three (3) members. The Board receives no compensation other than a reasonable amount for attendance of regular or special meetings and reimbursement of expenses incurred in the performance of their duties.

Section 3: Term. Each director shall hold office for a period of one (1) year, terms shall renew automatically unless the director resigns, is deceased, or is removed.

Section 4: Board Elections. The first item of business at the last regular meeting of each fiscal year shall be election of directors to replace those directors whose terms will not be renewed. New directors will be elected by a majority vote of the current directors.

Section 5: Removal and Resignation. A Board member may resign at any time by giving notice in writing to the Board of Directors. Such resignation shall take effect on the date of notice or as specified in the notice. The Board of Directors may remove a director

whenever in the Board's judgment the best interests of the Corporation are served thereby.

Section 6: Vacancies. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the Board's Chair shall choose the succeeding director. Successors shall be elected by outgoing directors. In case of a resignation that does not occur within 45 days of a regularly scheduled board meeting, the Board shall conduct a meeting by conference call to appoint a replacement director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

Section 7: Regular Meetings - The Board of Directors shall hold at least one (1) regular meeting per calendar year. The date, time and place of the regular meetings shall be set by the Board of Directors, and the meetings may be held by phone or video conference.

Section 8: Special Meetings – The Board of Directors may call special meetings at such dates, times and places as they shall determine.

Section 9: Quorum. A quorum of at least forty percent of the Board members must be present at any meeting for business transactions to take place or motions to be made or passed.

**Section 10: Notice.**

- a. Regular meetings. Notice of regular meetings shall be given to each Board member by mail, not less than ten days before the meeting.
- b. Special meetings. No less than forty-eight (48) hours notice of a special meeting shall be given to each Board member.
- c. Notice for regular meetings may be by first class mail, fax, telephone or email. Notice for special meetings must be by telephone or email.

Section 11: Officers and Duties. There shall be three (3) officers of the Board consisting of a Chair, Vice Chair, Secretary/Treasurer and any such other officers as the Board of Directors shall designate. A director may hold any two (2) offices except those of Chair and Secretary/Treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.

The Vice-Chair shall perform duties as requested by the Chair and lead committees on special subjects, subject to the control of the Board of Directors.

The Secretary/Treasurer shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and agenda to each Board member, and assuring that corporate records are maintained. The Secretary/Treasurer shall make a report at each Board meeting on the status of finances and perform such other duties as occasionally may be assigned by the Board of Directors.

Section 12: Nonliability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 13: The directors and officers of the corporation shall be indemnified by the Corporation to the fullest extent permissible under state laws.

**ARTICLE V – COMMITTEES**

Section 1: The Board may create committees as needed. Such committees may consist of persons not members of the Board of Directors but who can serve as advisors to the Board. The Board Chair appoints all committee chairs.

Section 2: The three primary officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Financial matters. The Executive Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to Board members and the public.

**ARTICLE VI – AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

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**ADOPTION OF BYLAWS**

We, the undersigned Board of Directors, consent to and hereby do adopt the foregoing bylaws, consisting of the three pages, as the bylaws of this Corporation.

Date \_\_\_\_\_

Print Name: \_\_\_\_\_ Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_ Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_ Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_ Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_ Signature: \_\_\_\_\_