

This is an example of a set of bylaws for a non-profit organization. Along with the below information, you should also include how members are to be admitted to the organization, how members can be removed or leave and specifically how voting and other group decisions can be made. For larger groups, gathering all the members together for a vote could be impossible. Therefore, it is acceptable to make decisions by electronic means (email), oral (phone calls) or written letters.

**Name of your organization**

**BY-LAWS**

*Date Amended*

**ARTICLE 1**

**NAME AND PRINCIPAL OFFICE**

Section 1.01. Name. The name of the Corporation is \_\_\_\_\_

Section 1.02. Principal Office. The post office address of the principal office of the Corporation is \_\_\_\_\_

**ARTICLE II**

**MEMBERS**

Section 2.01. Regular Membership and Affiliation. Those persons, or organizations consisting of persons grouped together, whose aims and actions are compatible with the purposes of this Corporation and who meet such requirements for regular membership or affiliation as may from time to time be established by the Board of Directors, shall be eligible for membership or affiliation to the Corporation.

Section 2.02. Classes of Membership. The Board of Directors may create classes of membership or change classes of membership at its sole discretion.

Section 2.03. Honorary Membership. Individuals who have rendered eminent service in the areas of endeavor enumerated in the purpose clause of the Corporation's Articles of Incorporation, or who have rendered eminent service to the Corporation, may be nominated by the Board of Directors for election to Honorary Membership by vote of the membership at an Annual Meeting of members. Honorary members shall be members of the corporation for life.

Section 2.04. Life Membership. Individuals who are Life Members of the Corporation on the date of the Annual Meeting of members in date incorporated shall continue thereafter for their respective lives as Life Members of the Corporation.

Section 2.05. Power to Vote and Hold Office. Individual Regular Members and Life Members shall have power to vote and hold office. Organizations and Honorary Members shall have no vote and shall not be eligible to hold office.

Section 2.06. Resignation. Any member may resign his membership in the Corporation by notifying the Board of Directors of his desire to resign.

Section 2.07. Suspension and Expulsion. Any member may be suspended or expelled by a majority vote of the members of the Board of Directors.

### **ARTICLE III**

#### **MEETINGS OF MEMBERS**

Section 3.01. Annual Meeting. There shall be an Annual Meeting of the members of the Corporation on date of meeting of each year, or on such other day as deemed desirable by the Board of Directors, for the election of Directors from among the members of the Corporation eligible to serve and the transaction of such other business as may properly come before the meeting. Each Annual Meeting shall be at such place and hour as are designated by the Board of Directors.

Section 3.02. Notice of Annual Meeting. Written notice of the place, date and hour of each Annual Meeting shall be given to all members by the Secretary of the Corporation at least five days prior to the date of such Annual Meeting.

Section 3.03. Special Meetings. Special meetings of the members may be called at any time by the Chairman, by any two members of the Board of Directors or by any five members.

Section 3.04. Notice of Special Meetings. Written notice of the place, date and hour of each special meeting shall be given to all members by the Secretary of the Corporation at least five, but not more than ten, days prior to the date of such special meeting.

Section 3.05. Quorum. \_\_\_\_\_ members entitled to vote shall constitute a quorum for the transaction of business at any Annual Meeting or special meeting of members. If no quorum be present at any Annual Meeting or special meeting, the members present may meet and adjourn from time to time until a quorum be present.

### **ARTICLE IV**

## **BOARD OF DIRECTORS**

Section 4.01. Number and Term. The number of members which shall constitute the full Board of Directors shall be not less than \_\_\_\_\_ and not more than \_\_\_\_\_. There shall also be such number of Directors Emeriti, as the Board of Directors shall determine from time to time. Not more than \_\_\_\_\_ directors shall be elected at each Annual meeting of members for terms of \_\_\_\_\_ years. Directors shall hold office during the term for which they are elected and until their successors are elected.

Section 4.02. Nomination of Directors. The Nominating Committee (Section 5.02) shall be charged with nominating Directors for election to the Board or as Directors Emeriti at each Annual Meeting of members.

Section 4.03. Resignation. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time of its receipt by the Corporation, unless some other time be fixed in the resignation in which case at that time. The acceptance of a resignation shall not be required to make it effective.

Section 4.04. Vacancies. A vacancy in the Board, no matter how arising, may be filled by election of a Director by the Board of Directors to fill such vacancy for the unexpired term of his predecessor and until his successor be elected.

Section 4.05 Powers. The Board of Directors shall have and exercise full power and authority to do any and all things deemed necessary or expedient in the government, management and control of the business and affairs of the Corporation.

Section 4.06. Removal of Directors. The Board of Directors may, by affirmative vote of two-thirds of its membership, declare vacant the office of any Director with or without cause. Directors, who do not attend meetings for 365 consecutive days, or four consecutive Board meetings, will be automatically removed from the Board.

Section 4.07. Directors Emeriti. By reason of his distinguished service to this Corporation, any individual may be considered for election as a honorary, non-voting Director Emeritus at any Annual Meeting of members, to hold office for life or until his resignation or removal, as provided in these By-laws. Directors Emeriti shall receive notice of all meetings of the Board and copies of all other communications mailed to the Board of Directors and may attend all meetings of the Board.

Section 4.08. Borrowing Money and Real Estate Transactions.  
a. The Board of Directors shall, by the vote of a majority of its members or otherwise, have the authority to deal with all matters of the Corporation dealing with real estate and personal property which shall include, but not be limited to, purchase, sales, lease, easement and acceptance of gifts.

b. The Executive Committee shall have and may exercise, during intervals between meetings of the Board of Directors, all matters of the Corporation dealing with real estate which shall include, but not be limited to, purchase, sales, lease, easement and acceptance of gifts, which shall be approved by action of two-thirds of the members of the Executive Committee then in office.

Section 4.09. Regular Meetings. Regular meetings of the Board may be held at such time and place as shall from time to time be determined by the Board, and may be adjourned by the Directors present to any other time and place. A regular meeting for the election of officers and the transaction of such other business as may properly come before the meeting shall be held immediately following each Annual Meeting of members in each year.

Section 4.10. Special Meetings. Special meetings of the Board may be called at any time by the Chairman or by any two members of the Board of Directors.

Section 4.11. Notice. Written notice of regular meetings, and written or oral notice of special meetings, of the Board of Directors shall be given at least five days in advance and shall state the date, place and hour of meeting.

Section 4.12. Quorum. \_\_\_\_\_ members of the Board shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.

Section 4.13. Unanimous Written Consent. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted; and a resolution in writing signed by all of the members of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly called and constituted.

## **ARTICLE V**

### **COMMITTEES**

Section 5.01. Executive Committee. There shall be an Executive Committee which shall consist of the Chairman, the Vice-Chairman, the President, the Secretary, the Treasurer and at least five other members of the Board of Directors nominated by the Chairman and elected by the Board. The Chairman shall preside at meetings of the Executive Committee. The Executive Committee shall have and may exercise, during intervals between meetings of the Board of Directors, any and all powers vested in the Board, except powers that are specifically reserved for the full Board under these Bylaws and the Nonprofit Corporation Code. All matters of the corporation dealing with real estate shall be approved by action of two-thirds of the members of the Executive Committee then in office.

Section 5.02. Nominating Committee. Prior to each Annual Meeting of members, the Chairman shall designate, with the advice and consent of the Board of Directors, a Nominating

Committee for the nomination of Directors for election at such Annual Meeting. This Committee shall consist of three Directors, whose terms will not expire at such Annual Meeting, and two members at large.

Section 5.03 Finance Committee, Personnel Committee, Board Development Committee. The Chairman shall, with the advice and consent of the Board of Directors, appoint members to the Finance Committee, Personnel Committee and Board Development Committee.

Section 5.04. Other Committees. The Chairman shall, create such other committees as may be deemed necessary or desirable and appoint their members. Any committee may create such subcommittees as may be deemed necessary or desirable.

Section 5.05. Vacancies. A vacancy in the Executive, Finance and Board Development Committees, however arising, may be filled by the Chairman with the advice and consent of the Board of Directors. A vacancy in any other committee may be filled by the Chairman. A vacancy in any subcommittee may be filled by the committee which created the subcommittee.

Section 5.06. Meetings. Each committee and subcommittee shall meet whenever the exigency of business shall require or at such other times as it shall choose.

Section 5.07. Quorum. A majority of the voting members of the Executive Committee, any other committee or subcommittee shall constitute a quorum for the transaction of business at a meeting.

Section 5.08. Rules and Records. Each committee and subcommittee shall prescribe its own rules and keep records of all its meetings.

## **ARTICLE VI**

### **PRINCIPAL OFFICERS**

Section 6.01. Principal Officers. The principal officers of the Corporation shall be a Chairman, Vice-Chairman, a President, one or more Vice-Presidents, Counsel, a Secretary and a Treasurer. The Chairman, the Vice-Chairman, the Secretary and the Treasurer shall be elected by the Board of Directors from its own membership at its regular meeting immediately following each Annual Meeting of members and they shall hold office until the next regular meeting of the Board for the election of Chairman and Vice-Chairman and until their successors are elected or until their death, resignation or removal. The other principal officers of the Corporation shall be elected by the Board from time to time to hold office at the pleasure of the Board and until their death, resignation or removal. The Board may designate one or more persons to act as Assistant Secretary and one or more persons to act as Assistant Treasurer, none of whom need be members of the Board or of the Corporation.

Section 6.02. Vacancies. If for any reason the office of Chairman or Vice-Chairman is vacant, the Board of Directors shall elect from its own membership a person or persons to fill such

vacancy or vacancies until the next regular meeting of the Board for the election of Chairman and Vice-Chairman. If for any reason any of the other principal offices is vacant, the Board of Directors or the Executive Committee shall appoint a person or persons to fill such vacancy or vacancies.

Section 6.03 Other Officers and Agents. The Board of Directors or the Executive Committee may appoint subordinate officers and agents of the Corporation. Such subordinate officers and agents of the Corporation shall hold their offices at the pleasure of the Board and until their death, resignation or removal.

## **ARTICLE VII**

### **DUTIES OF OFFICERS**

Section 7.01. Chairman. The Chairman shall preside at all meetings of the members of the Corporation, the Board of Directors and the Executive Committee. The Chairman shall have and exercise such further powers and duties as from time to time may be prescribed in these By-laws or by the Board of Directors.

Section 7.02. Vice-Chairman. The Vice-Chairman shall perform the duties of the Chairman when for any reason the Chairman is unable to perform his duties and in addition shall have and exercise such further powers and duties as from time to time may be prescribed in these By-laws or by the Board of Directors.

Section 7.03. President. Subject to the control of the Board of Directors, the President shall have active management of and supervision over the business of the Corporation and its other officers and employees and shall see that the policies and programs adopted and approved by the Board are carried out. The President shall have and exercise such further powers and duties as from time to time may be prescribed in these By-laws or by the Board of Directors.

Section 7.04. Vice-President. Each Vice-President shall have and exercise such powers and duties as from time to time may be conferred by the Board of Directors or by the Chairman. At the request of the President, or in the absence or disability of the President, a Vice-President designated by the chairman or the Vice-Chairman shall perform the duties of the President and act in his or her place.

Section 7.05. Chairman Pro Tempore. In the absence of both the Chairman and Vice-Chairman the duties pertaining to the office of the Chairman shall be performed by a Chairman Pro Tempore elected by the Board of Directors.

Section 7.06. Secretary. The Secretary shall, under the direction of the Chairman, keep the minutes of all meetings of the members of the Corporation and of the Board of Directors. The Secretary shall notify members of their election and shall notify members of all regular and special meetings of the Board. He shall have charge of the corporate seal, books, maps, leases and deeds of

the Corporation. In the event of temporary absence or disability of the Secretary, or if the Secretary so delegates, his duties may be performed by an Assistant Secretary, the Treasurer or an Assistant Treasurer.

Section 7.07. Treasurer. The Treasurer shall, under the direction of the Board, have general charge of the funds of the Corporation and make such reports of the receipts and disbursements as the Board may direct. The Treasurer shall keep the accounts of the corporation and, under the direction of the Board of Directors, disburse the funds thereof. He shall give bond in such sum and with such surety as the Board of Directors may require. In the event of temporary absence or disability of the Treasurer, or if the Treasurer so delegates, his duties may be performed by an Assistant Treasurer, the Secretary or an Assistant Secretary.

## **ARTICLE VIII**

### **FISCAL POLICIES**

Section 8.01. Fiscal Year. The fiscal year for all business transactions shall be the calendar year.

Section 8.02. Depositories. The Board of Directors may establish such accounts with banks, trust companies, and other financial institutions, as it deems appropriate.

Section 8.03. Audit. There shall be an annual audit of accounts by an independent public accountant.

## **ARTICLE IX**

### **CONTRACTS, NOTES, CHECKS, ETC.**

All contracts and agreements authorized by the Board of Directors or the Executive Committee and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall, unless otherwise directed by the Board of Directors of the Executive Committee acting for them or unless otherwise required by law, be signed by two of the following who are different persons: Chairman, Vice Chairman, President, Vice-President, Secretary, Treasurer, Assistant Secretary and Assistant Treasurer. The Board of Directors may authorize any one of such persons to sign checks, drafts and orders for the payment of money and may authorize employees of the Corporation to execute checks, drafts and orders for the payment of money.

## **ARTICLE X**

### **PERSONAL LIABILITY OF DIRECTORS, OFFICERS, OR INDEMNITEES**

Section 10.01. Limitation of Liability. To the fullest extent that the laws of the State in which you are incorporated, as in effect on date incorporated or as thereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

Section 10.02. Application of Article. This Article X shall not apply to any actions filed prior to date of incorporation, nor to any breach of performance of duty or any failure of performance of duty by any Director of the Corporation occurring prior to date of incorporation. The provisions of this Article shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Article is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any other By-law or provision of the Articles of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or any failure to act, by a Director prior thereto.

Section 10.03. Officers and Indemnitees. Personal liability of Officers and Indemnitees of the Corporation may be limited or eliminated as provided by Article Seven of the Restated Articles of the Restated Articles of Incorporation of the Corporation.

## **ARTICLE XI**

### **AMENDMENTS**

The power to make, supplement, amend and repeal these By-laws shall be vested in the Board of Directors by action of a majority of the members of the Board then in office.