

## Organizational Bylaws Resources & Template

*This resource is not all-inclusive on the topic(s) presented and not intended as legal advice. Please note, federal, state, and local laws and regulations may vary regarding the issues presented. We encourage you to review local laws and regulations and seek legal counsel when implementing new HR policies and procedures.*

Every organization must create a set of Bylaws in order to incorporate. This description of the organization's purpose and structure provides the basic operating agreements the organization is to be run by.

It is rare for non-profit organizations to review and amend bylaws on a regular basis, if ever. However, it may be worthwhile taking a look at these from time to time, such as during leadership transition, in preparation for strategic planning retreats, or if major shifts in programs or funding occur.

Having the bylaws reflect current realities and practices of the organization is one foundational piece of a well-run organization. It may also have important legal consequences should disputes arise, either within the organization, or with clients or others in the community.

### Legal Disclaimer

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***Please note that TREC does not provide legal advice. These materials are provided for educational purposes only and should not be considered legal or other professional advice. TREC encourages all clients to seek the advice of competent professional advisors prior to adopting this, or any template document.***

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## What follows are links to resources that may be useful if you decide to examine or revise your bylaws.

### Wikipedia

Good general background article:

[wikipedia.org/wiki/Bylaws](http://wikipedia.org/wiki/Bylaws)

### Grantspace

Useful site with many associated links

<http://www.grantspace.org/Tools/Knowledge-Base/Nonprofit-Management/Establishment/Nonprofit-bylaws>

### Blue Avocado

Useful Bylaws checklist

<http://www.blueavocado.org/content/bylaws-checklist>

### Nolo Press

References on articles of incorporation, bylaws and organizational minutes

<http://www.nolo.com/legal-encyclopedia/nonprofit-formation-documents-articles-incorporation-bylaws-minutes-30311.html>

### Non profit Association of Oregon

Excellent overview of many elements of non-profit management, including writing bylaws

[http://www.nonprofitoregon.org/helpline\\_resources/tools\\_information/faqs/starting\\_a\\_nonprofit](http://www.nonprofitoregon.org/helpline_resources/tools_information/faqs/starting_a_nonprofit)

### Lectric Law Library

Helpful template to form starting point for creating bylaws

<http://www.lectlaw.com/forms/f162.htm>

### Compass Point Nonprofit Services

Bylaws in brief

<http://www.compasspoint.org/board-cafe/laws-brief>

## Basic Bylaws Template

*This document may provide a useful starting point for reviewing or revising your Bylaws*

# BYLAWS OF

## ARTICLE I. OFFICES

The principal office of the corporation shall be located at \_\_\_\_\_.

The corporation may have such other offices, either within or without the State of Washington, as the Board of Directors (the "Board") may designate or as the business of the corporation may require from time to time.

## ARTICLE II. MEMBERSHIP

The corporation shall have no members.

## ARTICLE III. BOARD OF DIRECTORS

- 3.1 General Powers. The Board shall manage the financial matters of the corporation.
- 3.2 Number and Tenure. The Board shall be composed of not more than [\_\_\_\_\_] directors, which number may be changed from time to time by an amendment to these Bylaws, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of the Board and until his or her successor has been elected and qualified.
- 3.3 Initial Election. The original directors shall be elected to staggered terms as follows: [\_\_\_\_\_] directors will be elected for a term ending [\_\_\_\_\_] years after the first annual meeting of the Board; [\_\_\_\_\_] directors will be elected for a term ending [\_\_\_\_\_] years after the first annual meeting of the Board, and [\_\_\_\_\_]

directors will be elected for a term ending [\_\_\_\_\_] years after the first annual meeting of the Board. directors shall be elected at each subsequent annual meeting of the Board.

- 3.4 Regular Meetings. By resolution, the Board may provide the time and place either within or without the State of Washington for holding regular meetings without other notice than such resolution.
- 3.5 Special Meetings. Special Board meetings may be called by or at the request of the President or any [\_\_\_\_\_] directors. The person or persons authorized to call special meetings may fix any place within or without the State of Washington as the place for holding any special Board meeting called by them.
- 3.6 Notice. Written notice of each special Board meeting shall be delivered personally, telegraphed, or mailed to each director at his or her business address at least [\_\_\_\_\_] days before the meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage prepaid. If the notice is telegraphed, it shall be deemed to be delivered when the content of the telegram is delivered to the telegraph company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.
- 3.7 Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any Board meeting but, if less than such majority be present, a majority of the directors present may adjourn the meeting from time to time without further notice.
- 3.8 Manner of Acting. The act of the majority of the director present at a meeting at which a quorum is present shall be the act of the Board.
- 3.9 Vacancies. Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director elected to fill a vacancy due to resignation or removal shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors or due to the expiration of the term of office for an existing Board member shall be filled by election at an annual meeting of the Board or at a special Board meeting called for that purpose, for a term extending only until the next annual meeting of the Board.

- 3.10 Removal. At any meeting of directors one or more members of the Board may be removed, with or without cause, by a vote of a majority of the directors then entitled to vote.
- 3.11 Consent in Lieu of Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken is signed by each of the directors. Any such written consent shall be inserted in the minute book of the corporation as if it were the minutes of a Board meeting.
- 3.12 Executive Committees; Executive Director. The Board shall have the authority to create such committees as it may deem necessary or useful for the management of the corporation and may authorize any such committee to conduct business for the corporation to the extent permitted by law. Each committee shall consist of three or more directors. The Board shall also have the authority to appoint an Executive Director, who may be, but is not required to be, a member of the Board. The Executive Director shall have the usual administrative powers and duties exercised by executive directors of charitable corporations except as otherwise provided herein or by resolution of the Board. The Executive Director shall be removed only upon a majority vote of the Board.

## **ARTICLE IV OFFICERS**

- 4.1 Number. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. A Chairman of the Board and such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- 4.2 Election and Term of Office. The officers of the corporation shall be elected by the Board at the annual Board meeting. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as a Board meeting conveniently may be held. Each officer shall hold office until the next annual meeting and until his or her successor has been elected and qualified or until his or her earlier resignation or removal.
- 4.3 Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the corporation would be served thereby.

- 4.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.
- 4.5 Chairman of the Board. The Chairman of the Board, if one is elected, shall be responsible for carrying out the plans and directives of the Board. The Chairman shall preside at all meetings of the Board at which the Chairman is present and, in the Chairman's absence, the President shall preside at such meetings. Except where by law the signature of the President is required, the Chairman shall possess the same power as the President to execute, in the name of the corporation, all bonds, contracts, deeds, leases and other written instruments to be executed by the corporation. The Chairman shall have such other powers and perform such other duties as the Board may from time to time determine.
- 4.6 President. If no Chairman of the Board is elected, the President shall be the principal executive officer of the corporation and, subject to the Board's control, shall supervise and control all of the business and affairs of the corporation. In the absence of a Chairman of the Board, he or she shall preside over all Board meetings at which he or she is present. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
- 4.7 Vice President. In the absence of the President or in the event of his or her death or inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.
- 4.8 Secretary. The Secretary shall:
- 4.8.1 Keep the minutes of Board meetings in one or more books provided for that purpose;
  - 4.8.2 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
  - 4.8.3 Be custodian of the corporate records;
  - 4.8.4 In general perform all duties as from time to time may be assigned to him or her by the President or by the Board.
- 4.9 Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. He or she shall:

- 4.9.1 Have charge and custody of and be responsible for all funds and securities of the corporation;
- 4.9.2 Receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and
- 4.9.3 In general perform all of the duties of the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board.

## ARTICLE V. MISCELLANEOUS

- 5.1 Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- 5.2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- 5.3 Loans to Officers and Directors. No loans shall be made by the corporation to its officers and directors.
- 5.4 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as from time to time determined by resolution of the Board.
- 5.5 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

## ARTICLE VI. FISCAL YEAR

The fiscal year of the corporation shall end on [Fiscal Year End].



## ARTICLE VII. WAIVER OF NOTICE

Whenever any notice is required to be given to any director of the corporation under the provisions of these Bylaws or under the provisions of the Washington Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE VIII. INDEMNIFICATION

To the full extent permitted by the Washington Nonprofit Corporation Act, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Washington Nonprofit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

## ARTICLE IX AMENDMENTS

These Bylaws may be altered, amended or released and new Bylaws may be adopted by the Board at any regular or special meeting of the Board.

## CERTIFICATE OF ADOPTION

The undersigned, being the Secretary of \_\_\_\_\_, hereby certifies that the foregoing are the Bylaws adopted by resolution of the Board of Directors of the corporation as of \_\_\_\_\_, [Date].

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