

SAMPLE BYLAWS FOR A NONPROFIT ORGANIZATION
(formed under the District of Columbia Nonprofit Corporation Act)

[Note: The *bylaws* of an organization state and interpret the general corporate structure and governance policies of a nonprofit organization. In preparing bylaws, make sure that you refer back to and are consistent with the general provisions laid out in the organization's *articles of incorporation*. The bylaws of an organization are always subordinate to the articles of incorporation; if there is a conflict, the articles will prevail. Bylaws need to be specific enough to provide a clear overall structure, but not so specific that changing needs of the organization would require frequent bylaw changes. Remember that the other tool of governance is Board resolutions. Board resolutions, which are raised and voted on at Board meetings, can be used for specific action items. These sample bylaws present required sections, typical language for sections, and identify places where organizations need to make decisions.]

ARTICLE I
Purposes of the Corporation

Section 1.01 Purposes. As set forth in the Articles of Incorporation, the _____ [organization name] is organized exclusively for charitable and educational purposes. These purposes include:

[Add: Mission statement and brief bulleted list of programs]

ARTICLE II
Offices

[Note: For small, grassroots organizations that do not have regular office space, the language below is sufficient.]

Section 2.01 Location. The principal office of _____ shall be located within or without the District of Columbia, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. _____ shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors.

ARTICLE III
Members

Section 3.01 Members. _____ shall have no members.

ARTICLE IV
Board of Directors

Section 4.01. Power of Board. The affairs of _____ shall be managed by the Board of Directors. Directors may be residents of the District of Columbia, other parts of the United States, or other countries. [State any residency requirements.]

[Note: If the bylaws specify a range of Directors rather than a specific number, the Board has the flexibility to add directors as additional skills are needed, rather than to fill an arbitrary number of positions. In thinking about an appropriate range of Board members, think about both what you need and what you can manage. Also remember that the larger the Board, the more difficult it may be to get a quorum.]

Section 4.02. Number of Directors. The number of Directors of _____ shall be not less than three nor more than _____ [specify desired maximum number of board members]. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three. [Three is legal minimum in DC]

Section 4.03. Election and Term of Directors.

(a) The first Board of Directors of the _____ shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of Directors.

[Note: Directors are typically elected at an annual meeting of the Board. You do not need to state when the annual meeting will be. It is recommended that you have staggered terms so as to minimize the possibility of complete Board turnover in any given year.]

(b) Election of Board members shall occur at each annual meeting of the Board of Directors. The terms of directors shall be staggered. Initial Board members shall serve staggered terms of [one and two years, or one, two, and three years]. Thereafter, Board members shall serve two-year [three-year] terms with approximately half [one-third] of the Directors elected at each annual meeting. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified.

Section 4.04 Qualifications. A majority of Directors must reside in the United States [or whatever residency requirements you want]. [Note: You can add any other requirements you wish, such as requirements related to diversity, skills, professions, etc. but it is not necessary].

Section 4.05. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office and shall serve until his/her successor is elected and qualified.

Section 4.06 Removal of Directors. A director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of

Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4.07 Resignation. Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

[Note: Most organizations define a quorum as a simple majority of the directors. If you set quorum requirements higher, such as two thirds of the directors, it may be hard to get a quorum. Likewise, if you set it too low, such as one-third of the directors, you can end up with a very small number of directors taking action that binds the entire corporation.]

Section 4.08 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, 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.

Section 4.09 Meetings of the Board.

(a) Meetings of the Board of Directors, regular or special, may be held at such place within or without the District of Columbia and upon such notice as may be prescribed by resolution of the Board of Directors. [Sometimes more complex requirements are stated about notice of meetings.]

(b) An annual meeting shall be held once a year at a time and location set by the Board of Directors. The Board shall hold at least [number] regular meetings a year, but may meet more frequently if circumstances require. [Note: Make sure that you do not set such tight meeting requirements, such as monthly meetings, that you could easily fall out of compliance with your bylaws, for example around summer or winter holidays. If the bylaws specify four meetings or six meetings per year, the Board is free to meet more frequently.]

(c) A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(d) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 4.10 Informal Action by Directors; Meetings by Conference Telephone.

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic mail

to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

(b) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting. [If you want to be able to hold meetings in ways other than in person, bylaws need to say so]

Section 4.11 Voting. Each Director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

Section 4.12 Compensation. Directors shall not receive any compensation from the _____ [name of organization] for services rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.

[Note: Increasingly, Boards are amending bylaws to put stricter attendance requirements. Again, you want to make sure the bylaws are a tool for holding Board members accountable, but yet you don't want to make them so rigid that you lose good people.]

Section 4.13. Absence. Each Board member is expected to communicate with the Chair/President in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from [three] successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

ARTICLE V Committees

[Note: This section should spell out requirements related to committees of the Board. There are two committees nonprofits must have: An Executive Committee and a Finance/Audit Committee (which is required by new nonprofit regulations). For all Boards, the Officers form the Executive Committee. Boards can identify and form other committees – either standing or ad-hoc – as needed by Board resolution. They do not have to be specified in the bylaws. The bylaws should state whether non-Board members can serve on committees. It is common practice to have committees chaired by a Board member, but allow non-Board members to serve on committees.]

Section 5.01 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of

the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 5.02. Executive Committee. Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

Section 5.03. Finance/Audit Committee. The Finance/Audit Committee is responsible for ensuring that _____ [name of organization's] financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance/Audit Committee.

[Note: If the organization is very small and does not have the resources for an outside financial review or an audit, then the Finance/Audit Committee should conduct a review of the procedures to ensure that controls are in place and practiced.]

Section 5.04. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 5.05. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 5.06. Vacancies. Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 5.07. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

[Note: May want to add a section that specifies that you can have Advisory Bodies. If so, specify what bodies, how constituted, how members are to be selected, terms, etc. For example: The Board of Directors or the [Chair? Executive Director?] acting on behalf of the Board may from time to time appoint persons to act singly or as a committee or committees to provide expert advice to _____ or to assist it in other ways. Groups of advisors may include an Honorary Board, an Advisory Board, a Friends Committee, and/or other advisory groups. Each such advisor shall serve at the pleasure of the Board for a period designated by the Board, and shall have only such authority or obligations as the Board of Directors may from time to time determine. No advisor shall receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the Board of Directors, unless such compensation is authorized by a majority of the Board members then in office. A director may serve as an advisor, but may not receive compensation except for payment of reasonable expenses in accordance with the Corporation's policies.]

ARTICLE VI

Officers, Agents, and Employees

Section 6.01. Officers. [Specify officers and indicate if one person can hold two offices and also how elected; if a membership organization, the full membership often elects officers at the annual meeting; if not, the Board usually elects its officers from among the membership] The Board of Directors of [name of organization] shall elect a Chair, a Vice-Chair, a Secretary, and a Treasurer. Officers shall not receive any salary and must be directors of the Corporation. Any two offices may be held by the same person, except that the Chair may not hold another office.

Section 6.02 Term of Office. [Specify terms of office and how/when elected] The officers of [name of organization] shall be elected for one-year terms at the regular annual meeting of the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

Section 6.03 Removal. [Specify under what conditions and through what process an officer can be removed.] Any officer may be removed by a majority vote of the Board of Directors in office whenever in the Board's judgment the best interests of the Corporation will be served thereby.

Section 6.04 Resignation from Office. [Specify methods of resignation] Officers may resign at any time by providing written notice to the Chair.

Section 6.05 Powers and Duties. The powers and duties of the officers of _____ shall be as follows: [Clearly specify responsibilities of each officer. If the organization is largely volunteer, these may be direct responsibilities; if staffed, then often the officers provide oversight for work done by staff – e.g., handling funds]

(a) Chair. The Chair shall preside at the meetings of the Board of Directors. In the absence of paid staff, the Chair shall ensure the supervision and administration of the business and affairs of the Corporation. The Chair shall play a major role in resource development and in representing the organization within and outside the community. The Chair, as well as any other proper officer or staff person of _____ authorized by the Board of Directors, may sign any deeds, bond, mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of the _____, except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent of the Corporation. The Chair shall communicate to other officers or to the Board of Directors such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of _____, and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.

(b) Vice Chair. In case of the absence of the Chair, or of her/his inability from any cause to act, the Vice-Chair shall perform the duties of that office. Like the Chair, the Vice-Chair shall play a major role in resource development and in representing the organization within and outside the community. [May want to add other specific responsibilities such as chairing a committee or being liaison to an advisory group]

(c) Secretary. [Specify duties; often includes both recording – e.g., minutes – and other communications – e.g., notices of meetings, official communications] The Secretary shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization [usually required only when there are no staff], and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his/her signature.

(d) Treasurer. [If there will be fiscal staff or paid consultants, the Treasurer's role is oversight; if not, the Treasurer may directly manage funds; be specific re role] The Treasurer shall be responsible for financial [management? oversight?], including [keeping all appropriate fiscal records? ensuring that appropriate fiscal records are kept?] and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.

Section 6.06. Agents and Employees. [If an Executive Director is planned, specify his/her roles and responsibilities] The Board of Directors may choose to appoint an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Corporation. [Specify "at will" rights based on DC law] Any employee or agent may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 6.07 Compensation. [Indicate plans for paying staff] The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered. The Board shall determine the level of compensation of the Executive Director, and shall approve compensation guidelines for other categories of employees. The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

ARTICLE VII

Miscellaneous

Section 7.01. Fiscal Year. [Specify whether fiscal year will be calendar, federal, or other] The fiscal year of the corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 7.02 Corporate Seal. [If you want a seal, describe; it is used on official documents but is no longer required in DC] The corporate sea, if any, shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "District of Columbia" and 1995, the year the Corporation was formed, in the center.

Section 7.03. [Indicate who has the authority to enter into legal contracts and under what circumstances; very important because this means committing the organization to carrying out specific activities, etc.] Contracts and Other Documents. The Board of Directors may authorize the Chair, the Executive Director, if any, and the Secretary in the absence of an Executive Director to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes.

Section 7.04. Gifts. [Specify who is authorized to accept funds or other items of value on behalf of the organization] The Board of Directors may authorize the Executive Director and the Secretary, as well as the Chair, to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of _____.

Section 7.05 Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of _____ shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the [Chair? Executive Director?], except that disbursements over a specific amount, to be set by the Board from time to time, shall be considered "special disbursements" and must be approved in advance by the Board of Directors.

Section 7.06. Deposits. [Specify how funds will be deposited, including responsibility of Board to make this determination] All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 7.07 Books and Records to be Kept. [Indicate where official records will be kept] The Corporation shall keep at its registered office in the District of Columbia (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board members entitled to vote. All books and records of the Corporation may be inspected by any Board member having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 7.08 Amendment of Articles and Bylaws. [Indicate requirements for bylaws and articles of incorporation changes; for a membership organization, usually the membership must

approve; for a non-membership organization, the Board approves; sometimes a certain number of days of notice will be required or a super-majority such as two-thirds of Board members in office may be required to approve bylaws changes] The Articles of Incorporation and the Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the directors then in office, provided that at least ten days' written notice has been given each member of the Board of the intention to adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

Section 7.09 Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.

Section 7.10 Indemnification and Insurance. [The required terminology changes periodically, based on new legislation, but this information is required to protect Board members from suits associated with their governance roles; check for required language based on local laws]

(a) Unless otherwise prohibited by law, the _____ shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Corporation.

(b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to , or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

(c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

(e) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

(f) In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of o 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in o 4941(d) or o 4945(d), respectively, of the code.

(g) [Protection of bylaws from suit] If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

[Bylaws approved by the Board of Directors on XXX date]