**Sample Bylaws – 501(c)3 Membership-Based Board of Directors**

This cut and paste template is designed for most membership-based 501(c)3 nonprofit organizations, and includes the primary sections needed for operation. Areas highlighted in yellow allow you to customize the Bylaws with your organization’s specific needs. You also may edit, change or delete any content herein as needed. You may also wish to have your bylaws reviewed by an attorney. Let’s get started!

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1. **Name of Corporation**

The name of the Corporation shall be [insert organization name].

1. **Mission & Purpose**

[Insert mission statement]

1. **Corporate Offices & Service Areas**

The primary services areas shall be [insert region to be served – i.e. neighborhood, city, county, state or nation]. The principle office and headquarters shall be located in [insert primary city headquarters]. The initial address shall be [insert address or PO Box]. The Board of Directors may from time to time add or move offices and update the mailing address as needed to expand or enhance the organization in line with its mission and purpose.

1. **Corporation Structure**

The Corporation shall be established and managed as a 501(c)3, nonprofit organization. The Corporation is established for educational and charitable purposes and does not endorse any candidate for office or political party. The Board of Directors shall not receive compensation for their roles and duties as members of the Board.

**Membership**

The Corporation shall be established as a membership organization. The Board of Directors shall develop membership criteria and a dues structure, which may be changed from time to time to ensure the Corporation’s financial health and success, fairness, accessibility and affordability. At minimum, members of the Corporation shall include any person who supports the mission, vision, core beliefs, guiding principles and values or the organization and [Insert minimum criteria, such as dues, volunteer hours, etc.]

Members in good standing may serve on the Board of Directors, have the ability to elect the Board of Directors, and provide input on changes to the Bylaws. [Insert additional benefits of membership if known and likely to be permanent.]

The Board of Directors shall hold an Annual Membership Meeting on the \_\_\_\_\_\_\_ of \_\_\_\_\_\_\_. At this meeting, the Board of Directors will provide a progress report to the members, present a slate of Board Candidates for election to the board, and seek input on any recommended changes to the Bylaws.

1. **Board of Directors**

The general affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall be comprised at least 5 and no more than 9 members. However, if the number of Board members ever falls below 5 members, the Board of Directors may be found to be operating in compliance with these bylaws so long as it is actively working to remedy the vacancies, and does so within a reasonable amount of time. The Board of Directors will be inclusive and representative of the diversity of the service regions and shall be comprised of people whose background and experience furthers the mission of the organization.

1. **Board Members**

A Board Candidate shall be any member of the Corporation in good standing who has been nominated by an existing Board Member or the CEO/Executive Director and has received a recommendation by a 2/3 majority vote of the existing Board of Directors. A Board Member is a Board Candidate who receives more than 50% of the votes of members present for such vote at the Corporation’s Annual Membership Meeting. A Board Member also agrees to assume the roles and responsibilities of a Board Member for the Corporation, which include:

* Attending monthly Board Meetings;
* Exercising due diligence in decision-making for the Corporation;
* Setting a vision for the Corporation’s success and strategic plans, programs, products and services;
* Providing input and guidance to the President and/or Executive Director at Board Meetings and upon request; and
* Assuming additional tasks and responsibilities as agreed upon at Board Meetings.
* Making a leadership donation to the organization in an amount that is significant to oneself and is in the Board Member’s top 3 philanthropic priorities.

1. **Board Nominations & Appointments**

The Board of Directors shall regularly review its makeup, number and composition, and issue a request for nominations. Nominations may be brought to the full Board of Directors by any existing Board Member or the CEO/Executive Director. The Board of Directors shall review new nominations at a designated Board Meeting at least once per year, or at other Board Meetings as needed. Nominations receiving a 2/3 vote from the existing Board of Directors shall be presented to the membership in accordance with these bylaws.

1. **Meetings of the Board of Directors**

Formal business of the Corporation is conducted at the formal Board Meetings, or via electronic communications as agreed upon by the Board of Directors. Board Meetings shall take place no less than once per quarter, or more frequently as determined by the Board of Directors, and at a time and place established and agreed upon by all current Board Members. Meetings may take place in person, or via teleconference or video conference.

1. **Special Meetings**

Special meetings of the Board of Directors may be called by the President. Notice of meetings shall be provided no less than 48 hours in advance, unless all members agree to meet sooner, and can be given via email, text or mail.

1. **Quorum**

No formal business may be executed, nor a vote taken, without a quorum. A quorum constitutes a simple majority of the Board of Directors.

1. **Term Limits**

A Board Member’s term shall be for a period of three (3) years, beginning at the first Board Meeting following the election vote at the Annual Meeting, and ending at the commencement of the first Board Meeting following the Annual Meeting three (3) years later. A Board Member may serve no more than two (2) consecutive terms. A Board Member who has served on the Board previously may serve on the Board again providing at least three (3) years has passed since the last term.

1. **Initial Terms**

For the purpose of term limits, the establishing Board’s official terms will begin \_\_\_\_\_\_\_\_\_\_\_\_\_. The establishing Board shall have staggered terms, with half serving a two (2) year term, and half serving a three (3) year term. The half serving a two (2) year term is eligible to serve an additional three (3) year term immediately, but is required to take a three (3) year break before serving additional terms per these Bylaws.

1. **Resignation**

A Board Member may resign from the Board of Directors by submitting a written notice to the remaining Board of Directors. Resignation from the Board of Directors does not constitute removal from the organization’s membership unless a separate action is taken on that matter.

1. **Removal**

A Board Member may be removed from the Board of Directors by a majority vote of the remaining Board Members. A 5-day notice must be provided to the Board Member being removed prior to such vote. Removal from the Board of Directors does not constitute prohibition from receiving services from the organization, unless a separate action is taken on that matter.

1. **Vacancies – Interim Appointments**

In the event a Board Member resigns or is removed from office, the Board of Directors shall have the ability to appoint a new member to fill the vacancy if needed, by a 3/4 vote of the remaining Board Members. The appointed Board Member’s term shall expire at the same time as the member whose role the appointee is filling. The appointee shall be eligible to serve an additional three (3) year term in accordance with Section XI of these Bylaws.

1. **Officers**

The Board of Directors shall have Officers. Officers are those Board Members who have specific roles and assignments for the Board of Directors, or specific legal obligations.

President

The President of the Corporation shall be responsible for calling together the Board of Directors, facilitating and chairing the Board Meeting, and acting as an authorized agent of the Corporation. The President may enter into agreements on behalf of the Corporation with permission from the Board of Directors, or to delegate to others certain tasks with permission from the Board of Directors. The President shall be the official spokesperson of the Corporation, unless the President delegates this authority to a specific person or assign. The President shall not have a vote on matters brought before the board except to break a tie.

Vice President

The Vice President of the Corporation shall be responsible for serving as the “Acting President” and fulfilling the roles and duties of the President when the President is unable to fulfill them. The Vice President may also have additional roles and duties assigned as agreed to by the Vice President and the Board of Directors.

Secretary

The Secretary of the Corporation shall keep minutes of all formal Board Meetings, and maintain the Corporation’s official records and reports, to include filing minutes, agendas, financial reports, and operations reports. The Secretary shall act as an authorized signer or agent of the Corporation when the Secretary’s signature is legally required. The Secretary shall also keep a record of all Board Member contact information, and shall notify Board Members of meetings and tasks when delegated to do so by the President of the Corporation.

Treasurer

The Treasurer is responsible managing all accounting aspects for the Corporation, to include deposits, expenses, banking, taxes, record-keeping and reporting the financial status of the Corporation to the Board of Directors. If this role is delegated to a staff person or outside accounting agency, the Treasurer is responsible for reviewing the Corporation’s finances and establishing projections and preparing financial statements and reports for the Corporation’s Board of Directors in partnership with the President and/or CEO, and/or the staff or accounting agency to which these roles have been delegated.

1. **Officer Terms, Resignations, Removals and Vacancies**

The Board of Directors shall appoint Board Members to serve as its Officers at the first Board Meeting in January of each year as needed. Officer terms are for a period of three (3) years, lasting until the Board of Directors appoints its new Officers. A Board Member may be reappointed to an Officer role as long as that person remains on the Board of Directors.

An Officer may resign from their position at any time by providing written notice to the remaining Board Members. Resignation from an Officer position does not constitute resignation from the Board unless a separate action is taken on that matter in accordance with these Bylaws. An Officer may be removed from their position by a simple majority vote of the remaining Board Members. Removal of an Officer from their position does not constitute removal from the Board of Directors unless a separate action is taken on that matter in accordance with these Bylaws.

The Board of Directors shall appoint a new Officer to fill any vacancies.

1. **Chief Executive Officer or Executive Director**

The Board of Directors may appoint or hire a CEO or Executive Director to manage the day-to-day operations of the Corporation. The CEO shall have the authority to act as an authorized agent for the Corporation, serve as spokesperson, enter into agreements on behalf of the Corporation as approved by the Board of Directors, hire and terminate employment and contract services for the Corporation in line with the Board approved budget and program areas, and to implement strategic oversight over the day-to-day operations of the Corporation, including programmatic, financial and otherwise.

The CEO/Executive Director shall receive compensation for their services as determined by the Board of Directors. The CEO/Executive Director may not be a voting member of the Board of Directors. The Board of Directors may remove the CEO/Executive Director from their position with a majority vote.

1. **Financial & Accounting**

The Corporation’s fiscal year shall be from July 1st – June 30th. The Corporation shall use a “cash basis” accounting method until such time as it is able to or the Board of Directors deems it is appropriate to move to an “accrual accounting” method.

1. **Debts and Liabilities**

No debts or liabilities shall be assumed by the Corporation except those expressly approved by the Board of Directors.

1. **Amendments to Bylaws**

Amendments to the Bylaws must be approved by a 3/4 vote of the Board of Directors, and more than 50% of the members who are present to vote at the Annual Meeting.

1. **Nondiscrimination & Inclusivity**

In all matters of the corporation, including board recruitment, employment, volunteer opportunities, and program participation, the organization does not discriminate on the basis of race, color, creed, national origin, immigration status, ex-offender status when the offense is unrelated to the roles or responsibilities of the position, religion, physical or mental ability, political party or affiliation, sex, sexual orientation, gender identity, veteran status, familial status, or age\*.

\*The organization may establish minimum age and maximum age ranges for educational programming designed for specific age groups.

1. **Conflict of Interest**

Board Members agree to disclose any potential conflicts of interest and agree to abstain from voting in matters in which a conflict of interest applies. A conflict of interest is any matter in which a board member may receive personal or financial gain that is not entitled to all other board members or members of the corporation, or provide unfair advantage to another entity with which they are also a decision maker or beneficiary.

1. **Dissolution**

The Corporation may be dissolved by a 100% vote of the Board Members in office. All remaining assets, if any, shall be donated to another 501(c)3, nonprofit organization in accordance with federal, state and local laws.

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**Adopted by the Board of Directors on [Insert Date].**