

SAMPLE BYLAWS FOR A NON-PROFIT ORGANIZATION

[INSERT ORGANIZATION NAME HERE]

Article I: Legal Authority

[INSERT ORGANIZATION NAME] is chartered as a nonprofit corporation under and by virtue of the laws of the State of [INSERT STATE], as contained in Chapter [INSERT CHAPTER #] of the General Statutes of [INSERT STATE], (Nonprofit Corporation Act). In accordance with Internal Revenue Code of 1986 Section 501(c)(3), the purposes of this corporation are limited to educational and public, not-for-profit activities. [MODIFY PREVIOUS STATEMENT TO INCLUDE THE APPROVED PURPOSE YOUR NON-PROFIT WAS ORGANIZED/BASED ON YOUR FILING.

Article II: Name and Location

Section 1: Official Name - [INSERT ORGANIZATION NAME]

Section 2: Assumed Name - For purposes of advertising and promotion, the corporation may at times utilize the assumed name of “[INSERT ANY OTHER NAME THAT MIGHT BE USED IN REFERENCE TO YOUR ORGANIZATION]” however, the official name shall remain the binding corporate name to transact business.

Section 3: Location - The principal office of the corporation and its registered agent shall be located in the [INSERT CITY, COUNTY, AND STATE] This designation may be changed from time to time only by official action of the Board of Directors with the filing of an appropriate certificate with the [INSERT STATE] Secretary of State.

Article III: Purpose

Section 1: Mission - The purpose of the corporation is to [INSERT MISSION STATEMENT].

Section 2: Restrictions - No activity of the corporation shall support political campaigns on behalf of any candidate for public office; restrict membership on the basis of race, religion, gender or national origin; or do anything to disqualify its tax-exempt status pursuant to [UPDATE STATUTE #] of the United States' Internal Revenue Code.

Article IV: Membership

Section 1: Eligibility - Any person expressing an interest [INSERT A STATEMENT/OVERVIEW OF KEY PROGRAMS/MISSION] is considered eligible for membership. A member-in-good standing shall have dues in a currently paid up status as defined by the Board of Directors.

**Note: Membership programs vary. Some organizations organize memberships for activities, other for fundraising purposes, and others for management/decision making roles. Every organization must define their own “membership program.”*

Section 2: Membership Fees - Membership shall be for a period of [INSERT TIME FRAME IN MONTHS OR YEARS]. Categories of membership and their respective fees shall be established by the Board of Directors.

Section 3: Voting Privileges – According to their category of membership, each member in good standing shall have one vote on motions presented at the Annual Meeting and at special scheduled meetings of the corporation. Membership is not transferable and does not allow any rights or interest in the assets or income of the corporation. No proxy votes are permitted.

Section 4: Honorary Life Member - Upon motion and approval by the Board of Directors, an Honorary Life Membership may be conferred upon a member or nonmember who has rendered singular and extraordinary service to [INSERT ORGANIZATION NAME]. Honorary Life Members shall enjoy all privileges and benefits of regular members without further payment of individual annual membership fees.

Article V: Board of Directors

Section 1: Governance - The business, property and programs of this corporation shall be managed and controlled by a Board of Directors consisting of not less than [INSERT MINIMUM NUMBER] and not more than [INSERT MAXIMUM NUMBER] of duly elected voting members. The Board of Directors retain those powers granted under [INSERT STATE] Statutes which permit all necessary and convenient actions to affect all the approved purposes for [INSERT ORGANIZATION NAME].

Section 2: Terms of Office - Directors elected at Annual Meetings shall serve a first term of either one (1), two (2), or three (3) years depending on what is needed to maintain staggered terms of service for each approximate third of its membership. Each third shall be referred to as a “class”. For its first full term, the initial Board of Directors shall divide itself into three classes with one class serving one year, a second serving two years, and a third serving three years. A full term commences with the date of election. Directors are limited to two consecutive full terms with an ineligibility period of one year following the expiration of a second full term. Each Director must maintain member-in-good-standing status.

Section 3: Vacancies – Vacancies shall include both vacated and unfilled seats on the Board of Directors. Vacancies which occur on the Board shall be filled by the Board of Directors upon recommendation of the Chair for the remaining, unexpired term of an absent Director or for an unfilled seat. Such appointments commence on that date and end at an appropriate and subsequent Annual Meeting of the corporation. Such Directors appointed for a term of less than two years shall then be eligible for an additional two full terms as defined in these Bylaws.

Section 4: Ex Officio Board Members - Others may be appointed by action of the Board to serve as advisors, managers or participants in special activities and serve as a nonvoting, ex officio member of the Board of Directors. Ex officio status shall continue until the next Annual Meeting at which time status can be renewed. Ex officio directors may serve in three consecutive fiscal years of the corporation at which time they must

observe an ineligibility period of at least one year before being considered for re-appointment. An exception can be made to this rule for [INSERT DETAILS IF THERE IS AN EXCEPTION]. Ex officio service shall not restrict eligibility for election as a voting Director of the corporation.

Section 5: Attendance Rule - Each Director is expected to attend all regular meetings of the Board and all special called meetings and Annual Meetings of the corporation. Those members with three consecutive, unexcused absences as determined by the Chair shall be removed from the Board of Directors.

Section 6: Compensation - Directors shall be volunteers and shall receive no compensation for their services, except on occasion for certain expenses directly related to the mission and purposes of the corporation as may be approved by the Board of Directors.

Section 7: Commitment and Ethics Rule - Each Director must maintain a high commitment to the stated mission and goals of [INSERT ORGANIZATION NAME] and exhibit the highest ethical standards in the conduct of business as suggested among nonprofit organizations and the most recent code of ethics established by the [INSERT CODE OF ETHICS FOR YOUR FIELD OF SERVICE IF APPLICABLE]. Those Directors brought into question under this rule shall have a hearing before a special committee of the Board and, when their behavior is judged to be in conflict with the mission or ethical obligations of their role, or found to be incompatible with the best interests of the corporation, shall be removed from the Board of Directors.

Article VI: Meetings

Section 1: Annual Meeting - An Annual Meeting of the corporation and its members shall be held each year.

Section 2: Meetings & Notice - As a minimum, regular meetings of the Board of Directors shall be held [INSERT MEETING FREQUENCY- MONTHLY, BI-MONTHLY, QUARTERLY, OR ANNUALLY] according to a schedule announced by the Board Chair at the Annual Meeting. Special called meetings of the corporation shall be held at the discretion of the Chair or by a majority vote of the Board of Directors or upon written request by ten (10) percent of the corporation's members-in-good-standing. Notices for such special meetings shall be provided by telephone, posted mail or email at least seven (7) days before the announced time, date and place.

Section 3: Quorum & Voting - A simple majority of Directors being present shall constitute a quorum for the conduct of business with, thereafter, a simple majority vote required for action on motions. Each duly elected Director shall have one vote. Proxy shall not be permitted. At special meetings of the corporation and at the Annual Meeting, the same rules shall apply to all members-in-good standing. Under special circumstances, the Executive Committee may meet by means of electronic conference with all members included simultaneously.

Section 4: Rules of Order - Robert's Rules of Order (current edition) shall be followed in all meetings of the corporation and its committees, unless otherwise modified herein

by these Bylaws. Minutes of actions taken and members present at such meetings shall be recorded and maintained.

Article VII: Officers

Section 1: Officers - Officers of the corporation shall include a Board Chair, a Vice Chair, a Secretary and a Treasurer. All such officers must be duly elected from among voting members of the Board of Directors. No individual shall concurrently hold more than one office.

Section 2: Election and Term of Office - Election of officers shall occur each year during the Annual Meeting **[OR INSERT DESCRIPTION OF YOUR ELECTION PROCESS]** following recommendations by a Nominating Committee appointed by the Board Chair. Each officer shall be elected by members-in-good-standing present and serve for a period of one year. All vacancies in these offices shall be appointed by the Board Chair, or when absent the Board of Directors, for the remainder of that year.

Section 3: Duties of Board Chair - The Chair shall preside at all meetings of the Board of Directors, appoint committee members, exercise general oversight of corporate business and perform such other duties as may from time to time be assigned by the Board of Directors. The Chair, or a designee, may serve as an ex-officio member of those standing and special committees established by the Board. By invitation of the Board, the immediate past Board Chair may serve as a voting member on the Board of Directors for a period of one year.

Section 4: Duties of Vice Chair - Upon disability or absence of the Chair, the Vice Chair shall perform the duties of the Board Chair and such other duties as may be assigned by the Board of Directors. The Vice Chair organizes the corporation's Annual Meeting and may serve as an ex-officio member of all committees.

Section 5: Duties of the Secretary - The Secretary shall record the minutes of all meetings of the Board of Directors, maintain records of committee meetings, oversee the maintenance of membership lists, provide for the safe keeping of all official contracts and records of the corporation and publish notices of scheduled meetings as required in these Bylaws.

Section 7: Duties of the Treasurer - The Treasurer shall be responsible for **[INSERT RESPONSIBILITIES:**

If the organization does not have staff the treasurer might be responsible for: the prompt deposit all receipts, an accurate accounting of income and expenditures, and shall present a written financial report to the Board of Directors at quarterly meetings. The Treasurer shall maintain the financial records of the corporation using acceptable accounting practices and shall perform those other duties inherent to the office of Treasurer.

If the organization has staff managing daily operations, the treasurer's role might include general oversight of the budgeting, monthly reporting processes, and ensuring that the Board of Directors receives current financial reports in a timely manner for review/ approval at regular meetings.

Section 8: Honorary Titles - The Board of Directors may from time to time award certain friends of the corporation with honorary titles as it may deem prudent to advance the mission and goals of [INSERT ORGANIZATION NAME]. Such honorary titles shall not carry any obligations, powers or duties within this corporation.

Article VIII: Standing and Special Committees

Section 1: Committees

The corporation shall have two types of committees: Standing Committees that address ongoing needs of the corporation and Special Committees that address tasks, issues or needs of a shorter term and/or finite duration. Each committee shall prepare and maintain a written plan of work that has been approved by the Board of Directors. No committee (except the Finance Committee) is authorized to make binding decisions for the corporation that are not within its approved plan of work. At each regular meeting of the Board of Directors, there shall be a verbal report from each Standing Committee and Special Committee. Each committee must promptly submit a written record of its to the Secretary of the Board of Directors.

Section 2: Executive Committee shall have responsibility to meet on behalf of the full board of directors in matters of urgency and/or expediency as determined by the Chair or at the request of at least three members of the Executive Committee. Except on specific matters requiring full participation of the Board of Directors as stipulated in these Bylaws or in the [INSERT STATE] General Statutes, actions of the Executive Committee shall be deemed to be official and binding decisions of the full Board of Directors. [INSERT NUMBER OF MEMBERS REQUIRED FOR QUOROM] members present shall constitute a quorum for voting. They shall be announced at the Annual Meeting. Individuals shall serve as long as they hold a qualifying office in the corporation. The Chair of the Board shall be the Chair of the Executive Committee. All meetings and actions of the Executive Committee shall be recorded in writing and presented at the next regular meeting of the Board of Directors.

Section 3: Membership Committee shall identify and encourage others to join [INSERT ORGANIZATION NAME]. Additionally, they are responsible for promoting membership, acquiring new members, maintaining current membership list, maximizing membership engagements, participating in planning/staging of the Annual Meeting.

Section 4: Finance Committee shall have a responsibility to advise the Board on appropriate budgeting and accounting practices as a nonprofit corporation. Other functions of this Committee shall be to propose an annual budget and to monitor income and expenditures and conduct an audit as directed by the Board. The Treasurer of the corporation shall serve as Chair. The Finance Committee shall be composed of at least three members and all Finance Committee members must be Board members. In matters of extreme urgency where expediency dictates bypassing the Executive Committee, the Finance Committee may make binding decisions for the corporation that must be immediately communicated to the entire Board.

Section 5: Resource Development Committee - shall have the responsibility of seeking funds necessary for the operation and maintenance of Exploring Joara Foundation, Inc. This function may be accomplished through governmental budgets,

grants, corporate sponsors, personal contributions, in-kind services, special fundraising events and similar resources. A member of the Board shall serve as Chair and voting member of this committee.

Section 6: Facilities & Property Committee - shall assist staff, officers, Directors and Executive Director with the acquisition and maintenance of corporate properties and facilities and conduct an annual equipment inventory. The committee shall also submit recommendations to the Board on leases, licenses, insurance, real property purchases and similar related matters.

Section 7: Communications Committee – shall be responsible for reviewing and editing all annual communications. The Committee should be informed of all upcoming events, mailings, and announcements in order for them to be reviewed and edited. The Committee shall also submit public relations and advertising materials for the foundation. The Committee will also be responsible for assuring consistency in branding and graphic standards. The Committee shall review the following communications as submitted by Standing and Special Committees, and by Foundation Staff: 1. All Printed Material; 2. Electronic Matter.

Section 8: Administrative Committee – shall oversee human relations functions (including contracted services), cooperate with the Business Manager to maintain a detailed annual administrative tickler file of key recurring corporate responsibilities (licenses, filings, inspections, board terms, etc.) as well as detailed file of data entry and computer operations protocols and other important routine functions of the Business Manager, assure orderly maintenance of business office including supplies (inventory and storage)

Section 9: Special Committees - Administrative, managerial, advisory and special project committees or subcommittees may be established by the Board Chair as deemed necessary for the efficient operation of the corporation. Each committee thus created shall advise the Board of Directors on matters related to achieving the stated mission and goals of **[INSERT ORGANIZATION NAME]**.

Section 10: Committee Membership – The Board Chair appoints all committee members. Recommendations may be offered by committee chairs. Standing Committees must be chaired by a current member of the Board of Directors. Unless otherwise stated in these Bylaws, Standing Committees must have a majority of committee members who are also members-in-good-standing of the corporation (currently paid up membership).

Section 11: Terms of Committee Membership - Members of standing committees shall serve one year or until the next Annual Meeting of the corporation, which ever occurs first. At the discretion of the Board Chair, members of Standing Committees may continue to serve until a successor is appointed. Members of Special Committees shall serve for one year or less, as specified when the committee is established.

****Note: Every organization must determine which committees are needed to manage their specific needs. Factors to consider include: age/experience of the organization,***

number of paid staff members, if board operates in a governance or management capacity, etc.

Article IX: Finance and Audits

Section 1: Fiscal Year - The Corporation's financial year shall commence on the [INSERT FISCAL YEAR START/END DATES] in each calendar year.

Section 2: Funds and Property - All funds and property held by the corporation are maintained in trust for the purposes authorized in its charter and only in accordance with its official Mission and Goals. Bequests, gifts, loans and donations must first meet published corporation guidelines. Each officer, employee, volunteer or its agent, having custody of corporation funds or property, is to be covered by an appropriate fidelity and forgery insurance bond carried at the expense of the corporation.

Section 3: Records and Reports - Finances of the corporation shall be maintained in accordance with generally accepted accounting principles and its records shall be kept in such manner as to facilitate the preparation of quarterly financial reports for the Board of Directors and membership.

Section 4: Deposits & Disbursements- Any and all non-payroll disbursements greater than \$1,000 from the corporation's accounts shall be made only by checks or similar money orders signed by two authorized representatives: including the Business Manager or such person approved by the Board to serve in that role and any one of the following officers: Chair, Vice Chair, Treasurer. Non payroll disbursements of a lesser amount shall be made only by check or similar money order signed by one of the following representatives: Business Manager, Chair, Vice Chair, Treasurer.

Routine payroll disbursements shall be made only by checks or similar money orders signed by the Business Manager or by the Chair, Vice Chair, Treasurer in that order of availability. Business Manager payroll check shall be signed by the Chair, Vice Chair, or Treasurer in that order of availability.

Section 5: Audits - The financial statements of this corporation shall be audited periodically as determined by the Board. Such audit shall be made by a competent, certified public accountant of recognized standing who is not an officer of the corporation. Upon written request, audit reports shall be made available to corporation members and to any appropriate judicial authority.

Article X: Corporate Seal

The official seal of the corporation shall consist of the words [INSERT NAME OF ORGANIZATION AND STATE] inscribed within two concentric circles with the words "CORPORATE SEAL" inscribed inside the innermost circle.

Article XI: Dissolution of the Corporation

Section 1: Dissolution Rule - Following an affirmative vote in favor by two-thirds (2/3) of the corporation membership voting, the Board of Directors shall call a special meeting

for the sole purpose to voluntarily dissolve this corporation. At that time all assets and funds, after all liabilities and obligations have been paid, along with all minutes and records, shall be promptly transferred into the custody of an appropriate organization or agency designated by the Board of Directors. In this rule, every attempt will be made to satisfy the corporation's mission.

Section 2: Optional Rule - In the event no Board of Directors exist, or the Board of Directors refuse or fail in a reasonable period to dissolve the corporation, upon application by any officer or member, the Superior Court of [INSERT COUNTY] shall dissolve the corporation in a manner consistent with the above rule and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986.

Article XII: Amendments

Amendments may be adopted at any meeting at which a quorum is declared present, provided appropriate notice of the amendment is provided all members at least **ten (10) days prior/CONFIRM TIME FRAME** to said meeting. Amendments to these Bylaws require two-thirds (2/3) approval by those members present and voting. Such amendments take effect as stated in the original motion.

HISTORICAL NOTES:

Approved by founders and incorporators [INSERT DATE]

Approved by Charter Board of Directors [INSERT DATE]

REVISIONS TO BYLAWS: *Approved by Board of Directors [INSERT DATE]*