

**SAMPLE BYLAWS  
FOR A 501 c.3 BOARD**

## ARTICLE I

### NAME AND OFFICES

A. *Name.* The name of the not-for-profit corporation (hereafter “Corporation”) is:

#### CARING FOR ABC COMMUNITY’S CHILDREN

B. *Offices.* The principal of the Corporation shall be in the State of Oklahoma, County of ANY-WHERE, City of ABC community.

## ARTICLE II MEMBERSHIP

The members of the Corporation shall consist of the persons set forth in the Articles of Incorporation as Directors and such other organizations and individuals concerned with the well-being of children. Members shall have no power except in their capacity as Directors as otherwise required under Oklahoma law.

## ARTICLE III DIRECTORS

A. *Election and Term of Office.* The business and property of the Corporation shall be managed and controlled by a Board of Directors or until the election and qualification of their respective successors. Directors shall hold office for a three (3) year term or until their respective successors are elected. One third (1/3) of the total board will be elected every year by the existing Board. A Director may vote for him or herself.

B. *Number.* The number of Directors of the Corporation shall be no less than nine (9) and no more than fifteen (15). Such number may be increased or decreased by amendment to these Bylaws in the manner set forth in Article XI. When the number of Directors is so decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his/her term expires, or until his/her resignation or removal as herein provided. In addition, the Executive Director of the Corporation shall serve as an ex officio, non-voting member of the board.

C. *Eligibility.* To be eligible for Directorship, a person must be willing to assist in the development of a broad-based citizen constituency to act on behalf of the well0being of children and youth. The following guidelines shall be taken into consideration:

1. An individual’s demonstrated commitment to the goals, objectives, and values of ABC Board, as well as the individual’s freedom from conflicts of interest with the organization;
2. An individual’s willingness to serve on committees of the Board of Directors, as well as the individual’s commitment to attend all meetings of the Board of Directors;

3. Representation on the Board of Directors by a broad base of ethnic, racial, and gender groups.

D. *Rights of Directors.* The right of a Director to vote in matters related to the Corporation shall cease on the termination of his/her Directorship. No Director shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

E. *Resignation.* Any Director may resign at any time by giving written notice of such resignation to the President or Secretary of the Board of Directors.

F. *Removal of Directors.* Any director who fails to attend one-half (1/2) of the regularly scheduled meetings in a calendar year shall be deemed to have vacated his/her position on the Board of Directors, and after having been given notice, shall be replaced by the election of a new Director.

Any Director may be removed from office by the affirmative vote of two-thirds (2/3) of the Directors, registered in person, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such Director proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

G. *Vacancies.* Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof at any meeting of the Directors called with proper notice. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Corporation or until the election and qualification of his/her successor.

H. *Powers.* All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Oklahoma, shall be and hereby are vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit.

I. *Contracts and Services.* The Directors may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Corporation as authorized by the Board, provided that any contract, transaction, or act on behalf of the Corporation as authorized by the Board, provided that any contract, transaction, or act on behalf of the Corporation in a manner which the Directors or officers are personally interested as shareholders, directors, or otherwise shall be at arm's length and not violative of the prescriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

J. *Compensation and Expenses.* Directors shall not receive any stated salary for their services as such, but the Board of Directors shall have the power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services and expenses incurred in their execution.

K. *Annual Meeting.* The annual meeting of the Directors of the Corporation shall be held at the principal office of the Corporation or at another predetermined site prior to February 1<sup>st</sup> in each year, but for the purpose of electing Directors, presenting the annual report on the previous fiscal year, and for the transaction of such other business as may properly come before the meeting. Immediately after each annual election, the newly-elected Directors may meet forthwith for the purpose of organization, the election of officers, and the transaction of other business. If a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given. In the event there is not a quorum, the place and time of such first meeting must be fixed by all the Directors present.

L. *Notice of Annual Meeting.* Notice of the time, place, and purpose or purposes of the annual meeting shall be served, either personally, by mail, or by electronic communication (i.e., e-mail, or facsimile), not less than ten (10) and no more than forty (40) days before the meeting, upon each person who appears on the books of the Corporation as a Director and, if mailed, such notice shall be directed to the Director at his/her address as it appears on the books of the Corporation.

M. *Annual Report.* The Board of Directors shall present at the annual meeting of the members a report, verified by the President and Treasurer or by a majority of the Directors, showing at least the following:

1. the assets and liabilities, including the Director funds, of the Corporation as of the end of the fiscal year immediately preceding the annual meeting;
2. the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;
3. the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, the year immediately preceding the date of the report;
4. the expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report;
5. the number of members of the Board of Directors of the Corporation as to the date of the report, a statement of the place where the names and addresses of the current members may be found; and the accomplishments of the previous year and proposed projects for the coming year.
6. the accomplishments of the previous year and proposed projects for the coming year.

N. *Special Meetings.* Special meetings of the Board of Directors may be called by the President or President-Elect and must be called by either of them on the written request of any member of the Board.

O. *Notice of Meetings.* Notice of all Directors' meetings stating the time, place, and purpose or purposes thereof, except as herein otherwise provided, shall be given by mailing or electronic communication of the same at least ten (10) days before the meeting to the usual address of the Director, but such notice may be waived by a Director if otherwise informed. Regular meetings of the Board of Directors may be held without notice on a pre-determined schedule at such time and place as noted by the Board.

P. *Chairman.* At all meetings of the Board of Directors, the President or President-Elect, or in their absence, a chairman chosen by the Directors present, shall preside.

Q. *Quorum.* At all meetings of the Board of Directors, a simple majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a quorum of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the statute or by the Bylaws.

R. *Voting.* At every meeting of the Directors, each Director shall be entitled to vote in person. Each Director of the Corporation shall be entitled to one (1) vote. Upon the demand of any Director, the vote for Directors, and the vote upon any question before the meeting, shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present.

S. *Waiver of Notice.* Whenever under any of the provisions of law or under the provisions of the Articles of Incorporation or these Bylaws, the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the Board of Directors of the Corporation after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his/her attorney thereunto authorized.

## **ARTICLE IV OFFICERS**

A. *Number.* The officers of the Corporation shall be the President, President-Elect, Secretary, and Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. There will be a minimum of four (4) officers.

B. *Election, Term of Office, and Qualifications.* All officers shall be elected from among their number, and the other officers shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see fit at the first meeting of the Board of Directors after the annual meeting of Directors of the Corporation.

C. *President.* The President shall preside at all meetings of members and of the Board of Directors and shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned by the Board of Directors.

D. *Vice-President.* The Vice-President shall act as chair in the absence of the President, and shall have such powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors. The Vice-President shall act as chair of Ad Hock committees unless otherwise delegated by the President.

E. *Secretary.* The Secretary shall have charge of such books, documents, and papers as the law and the Board of Directors may determine to be required for the proper functioning of the Corporation; shall attend and keep minutes of all the meetings of the Board of Directors; shall keep a record containing the names, alphabetically arranged, of all persons who are Directors of the Corporation, showing their places of residence and mailing addresses in good condition so as to allow for inspection as prescribed by law, and may sign with the President or Vice-President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors. In general, this person shall perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

F. *Treasurer.* The Treasurer shall have the recording and custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors; this person may be required to be bonded at the Corporation's expense in such sum and with such sureties as the Board of Directors may require; when necessary or proper may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation for collection checks, notes, and other obligations, of the Corporation at such bank or banks or depository as the Board of Directors may designate, shall sign all receipts and vouchers together with such other officer or officers, if any, as shall be designated by the Board of Directors; shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation; shall make such payments as may be necessary or proper to be made on behalf of the Corporation; shall enter regularly on the Books of the Corporation to be kept by this person all monies and obligations received and paid or incurred on account of the Corporation, and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation.

G. *Salaries.* Officers of the Board of Directors shall receive no compensation for these positions other than for reasonable reimbursement of expenses, unless such compensation is specifically designated by the Directors.

H. *Removal.* Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, misfeasance, conduct detrimental to the interests of the Corporation, actions not in keeping with the Corporation's objectives, or for refusal to render reasonable assistance in carrying out the Corporation's purposes. Any officer proposed to be removed shall receive at least ten (10) days notice in writing of the meeting of

the Board of Directors in which such removal is to be voted upon and shall be entitled to appeal before the Board of Directors at such meeting.

I. *Vacancies*. In case of any office of the Corporation becomes vacant due to death, resignation, retirement, disqualification, or any other cause, the majority of the Directors at a meeting at which there is a quorum, shall elect an officer to fill such vacancy, and the officer so elected shall hold office and serve to completion of its normal term.

## **ARTICLE V**

### **AGENTS, REPRESENTATIVES, AND EMPLOYEES**

The Board of Directors may appoint agents and repetitive of the Corporation with Powers to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws to extent authorized or permitted by law.

## **ARTICLE VI**

### **CONTRACTS**

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer, or employee, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation and such authority may be general or confined to a specific instance. Unless authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, pledge its credit, or render it liable pecuniarily or in principle.

## **ARTICLE VII**

### **COMMITTEES**

The following shall comprise the standing committees of the Corporation:

1. *Executive Committee*. The Executive Committee shall be composed of the President, the Vice-President, the Secretary, and the Treasurer of the Board of Directors, with the President serving as chair. The Executive Committee shall be responsible for oversight of operations and management of the Corporation and shall be responsible for conducting the annual evaluation of the Executive Director. The Executive Committee shall also be responsible for Nominating, Board Development and Education, Financial Development, and Program Development.

2. *Ad Hoc Task Force Committees.* One or more Ad Hoc Task Force Committees may be appointed by the President with the advice and consent of the Board of Directors. Members of such committees need not be Directors of the Corporation; however, the members of any such Ad Hoc Task Force Committee shall serve at the pleasure of the Board of Directors. Such Ad Hoc Task Force Committee shall consult with and advise the officers and staff of the Corporation in all matters designated by the Board of Directors. Each such Ad Hoc Task Force Committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the conduct of meetings and other matter relating to its purpose.

## **ARTICLE VIII FISCAL YEAR**

The fiscal year of the Corporation shall begin on January 1<sup>st</sup> of each year and end on December 31<sup>st</sup> of the same year.

## **ARTICLE IX PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No Director, officer of, employee of, or member of a committee of, or a person connected with the Corporation, or any other private individual shall receive at any time any of the earnings or pecuniary profit from the operations of the Corporation; however, this shall not prevent the payment to any such person of such reasonable compensation or expenses involved in the execution of such services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; no such person or persons shall be entitled to share in the distribution of any of the Corporation and its advisories shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine by a court of competent jurisdiction upon application of the Board of Directors, exclusively to one or more organizations consistent with the goals of the Corporation under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## **ARTICLE X INVESTMENT**

The Corporation shall have the right to regain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, provided however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE XI**  
**AMENDMENTS**

The Board of Directors shall have the power to make, alter, amend, and repeal the By laws of the Corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law.

**ARTICLE XII**  
**EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

The foregoing Bylaws were adopted by the Board of Directors this 2<sup>nd</sup> day of March, 1999.