

[name of non-profit corporation]

Bylaws

Article I:

Definitions

Section 1.01: The Name of the “**Corporation**” is and shall mean: [name of nonprofit corporation], and its successors and assigns.

Section 1.02: The “**Board**” shall mean: the Board of Directors of the Corporation.

Section 1.03: “**Board Officer**” shall mean: an individual elected to the Board to direct and assist the operations of the Board of Directors.

Article II:

Office and Registered Agent

Section 2.01: The **principal office** of the Corporation shall be located at:

_____.

Section 2.02: The **registered agent** for the Corporation shall be [name of agent], at:

_____.

Article III:

Business Objectives and Governing Instruments

Section 3.01: **Charitable, Educational, and Scientific Purposes and Powers**—the purposes of the Corporation as set forth by the Articles of Incorporation, are exclusively charitable, educational, and religious, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future Federal Tax Law. In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purpose, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation shall, but are not limited to:

[write description here]

Section 3.02: **Governing instruments**—The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 3.03: **Nondiscrimination Policy**—The Corporation will not practice or permit any unlawful discrimination on the basis of race, gender, sex, age, national origin, religion, physical or mental disability, or any other basis prohibited by law.

Section 3.04: **Limitations on Activities**—No part of the activities of the Corporation shall consist of participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on with business in a public manner similar to an organization operated by a for profit corporation or other business. Notwithstanding any other provision of the Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by the Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article IV:

Membership

Section 4.01: **No Membership Class**—the Corporation shall have no members who have any right to vote, title, or interest in the Corporation, its properties or franchises.

Section 4.02: **Non-Voting Affiliates**—The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, or any other organizations that seek to support the mission of the Corporation. The Board, or a designated committee of the Board of Directors in accordance with the board policy, shall have the authority to admit an individual or organization as affiliate, to recognize representatives of affiliates and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall the affiliate's information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events, or at the Corporation website. Affiliates have **NO VOTING** rights, and are not members of the Corporation.

Section 4.03: **DUES**—Any dues for affiliates shall be determined by the board of the directors.

ARTICLE V:
DIRECTORS

Section 5.01: **MEETINGS**—A meeting of the “Board” shall be bi-quarterly at such place, on such and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 5.02: **NUMBER**—The Number of Directors constituting the entire “Board” shall be fixed by the “Board”, such number shall be an odd number not be less than three (3).

Section 5.03: **ELECTION AND TERM OF OFFICE**—The initial board of Directors of the Corporation shall be those persons specified in the Articles of Incorporation of the Corporation. Each Director shall hold office for three (3) year term after such time the Director may be re-elected or the Director’s successor will be elected and qualified, or until the Director’s death, resignation, or removal. Directors may serve unlimited terms, so long as they are reelected by the Board of Directors.

Section 5.04: **POWER AND DUTIES**—Subject to the provisions of law, the Articles of Incorporation, and these Bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 5.05: **ADDITIONAL MEETINGS**—Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called any time by either the President or a majority of the Directors then in office.

Section 5.06: **NOTICE OF MEETINGS**—No notice need be given of any established scheduled meeting of the Board. Notice of a special meeting of the Board shall be given by written notice at one week or seven days prior to the date designated for such meeting specifying the place, date, and time of the meeting.

Section 5.07: **QUORUM**—At any meeting of the Board, all Directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 5.08: **VOTING**—At all meetings, each board member/director shall have one vote. In the event of the tie in any vote, the Chairperson of the Board will have an additional vote to be the tie-breaker.

Section 5.09: **REMOVAL**—Any member of the Board of Directors may be removed for any acts, crimes of dishonesty, or for cause, by a two-thirds (2/3) supermajority vote of the Board, provided that there is quorum of no less than a majority present at the meeting at which such action is taken.

Section 5.10: **RESIGNATION**—Any member of the Board may resign from office at any time by delivering notice of resignation in writing to the Board and upon the acceptance of the resignation by the Board.

Section 5.11: **VACANCIES**—Any newly created Board position and any vacancy occurring on the Board arising at any time and from any cause may be filled by a majority vote of the Directors then in office at any meeting. A new board member elected to fill a vacancy shall hold office for the unexpired term of the newly elected board member's predecessor.

ARTICLE VI:

OFFICERS

Section 6.01: **ELECTION AND QUALIFICATIONS; TERMS OF OFFICE**—The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Officers shall be elected by the Board at the meeting of the Board and each Officer shall hold office for a term of three (3) years and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall resign or shall have been removed as provided in Section 9 and 10 of Article V of this document. The same person may hold more than one office, except that the same person may not serve as both President and Secretary during the same term.

Section 6.02: **VACANCIES**—Any vacancy occurring in any office, whether because of death, resignation, removal with or without cause, or any other reason, shall be filled by the Board.

Section 6.03: **POWERS AND DUTIES OF THE PRESIDENT**—The President shall be the Chief Executive Officer (CEO) of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall

preside at all meeting of the Board. The President shall have such powers and shall perform such other duties as may from time to time be assigned to the President of the Board. The President shall be the signatory on all financial accounts, but shall not have access to the Corporation's checkbook or similar financial instruments, in accordance with the "Generally Accepted Accounting Principles" (GAAP).

Section 6.04: POWERS AND DUTIES OF THE VICE PRESIDENT—The Vice President shall have such powers and perform such duties as may from time to time be assigned to such Vice President. In the absence or disability of the Board President, the Vice President shall perform the duties of the President.

Section 6.05: POWERS AND DUTIES OF THE SECRETARY—The Secretary shall record and keep the minutes of all the meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary of the Board.

Section 6.09: POWERS AND DUTIES OF THE TREASURER—The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other duties as may from time to time be assigned to the Treasurer by the Board. The Treasurer shall not have signatory rights on any financial accounts and will ensure security of any and all checkbooks or similar financial instruments, in accordance with the "Generally Accepted Accounting Principles" (GAAP).

Section 6.07: DELEGATION—In case of absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 6.08: REMOVAL—Any officer may be removed from office at any time, with or without cause, by a two-thirds (2/3) supermajority vote of the Directors in office at any meeting of the Board.

ARTICLE VII:
EXECUTIVE DIRECTOR

Section 7.01: **EXECUTIVE DIRECTOR**—The Board of Directors may employ an Executive Director who shall:

- A. Implement the policies and procedures of the Corporation as prescribed by the Board of Directors in a written job description.
- B. Be responsible for the operation of the Corporation's corporate office
- C. Employ, supervise, and terminate such other staff as is deemed necessary by the Board of Directors to carry on the business of the Corporation.
- D. Provide Board of Directors with reports regarding current status of program and financial situations as requested, but not less frequently than quarterly.

ARTICLE VIII:
COMMITTEES

Section 8.01: **COMMITTEES**—The Board of Directors, by unanimous consensus may designate and appoint one (1) or more committees of the Board of Directors, each of which shall consist of two (2) or more directors. Such committees shall, to the extent provided in the motion approved by the Board, the Articles of Incorporation, or these Bylaws, shall have all the authority of the Board of Directors, except that no such committee or any officer of the Corporation may: amend the Articles of Incorporation; restate Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation, authorize sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; or amend, alter, or repeal any resolutions of the Board of Directors. All decisions and actions of a committee shall be subject to review by the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon him or her by law.

ARTICLE IX:
BANK ACCOUNTS, CHECKS, CONTRACTS, AND INVESTMENTS

Section 9.01: **BANKS ACCOUNTS, CHECKS, AND NOTES**—The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidence of indebtedness.

Section 9.02: **CONTRACTS**—The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, 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. Unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 9.03: **INVESTMENTS**—The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE X:

INDEMNIFICATIONS

Section 10.01: **INDEMNITY UNDER LAW**—The Corporation shall indemnify any director, officer, or former director or officer of the Corporation against all expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding either civil or criminal, in which he or she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of the duty. Such indemnification shall not be exclusive of any other indemnification provided for in the Articles of Incorporation or any Bylaw, by resolution or otherwise.

ARTICLE XI:

DISSOLUTION

Section 11.01: **DISSOLUTION**—The Corporation may be dissolved only upon adoption of a plan of dissolution, by unanimous vote of the Board and distribution of assets by the Board to a non-profit organization approved by a two-thirds (2/3) supermajority vote of the Board, that is consistent with the Articles of Incorporation, these Bylaws, and the laws of the State of Arkansas.

ARTICLE XII:

AMENDMENTS

Section 12.01: **AMENDMENTS**—These Bylaws may be altered, amended, added to, or repealed at any meeting of the Board called for that purpose by a two-thirds (2/3) supermajority vote of the Directors then in office.

ARTICLE XIII:
CONSTRUCTION

Section 13.01: **CONSTRUCTION**—In the case of any conflict between the Articles of Incorporation of the Corporation and these Bylaws, the Articles of Incorporation of the Corporation shall control.

These Bylaws were adopted at a meeting of the Board of Directors of [name of the corporation here] on _____, 2023.

_____	_____
Names of Director	Date
Director	
[name of the corporation here]	

_____	_____
Names of Director	Date
Director	
[name of the corporation here]	

_____	_____
Names of Director	Date
Director	
[name of the corporation here]	