

SAMPLE BYLAWS OUTLINE

- I. Corporate name*
- II. Registered office*
- III. Corporate purpose*
- IV. Directors
 - A. minimum number – maximum number
 - B. how nominated and elected
 - C. term of office/maximum number of terms
 - D. meeting attendance requirement, if any
 - E. resignation/removal of directors
 - F. filling of vacancies
 - G. compensation
- V. Officers
 - A. duties of each office
 - B. how officers are nominated and elected
 - C. term of office/number of terms
 - D. vacancies/removal
- VI. Meetings
 - A. regular meetings – when, where?
 - B. special meetings
 - C. annual meeting
 - D. form of notice of meetings and timing of notice
 - E. quorum requirements
 - F. participation via phone
 - G. action without a meeting
 - H. meeting minutes – who takes, where kept?
- VII. Committees
 - A. standing committees
 - B. ad hoc committees
 - C. how committees are created
- VIII. Indemnification of directors
- IX. Amendment of bylaws
- X. Dissolution of corporation*

*take language from Articles of Incorporation