CORPORATE BYLAWS

These Bylaws (these "Bylaws") are the rules for the internal governance of _____ (the "Corporation"), a [ ] for-profit [ ] nonprofit corporation organized under the laws of the State of _____. They take effect on _____ (the "Effective Date").

In these Bylaws, the "Act" means the corporation law of that state, the "Articles" means the Corporation's articles or certificate of incorporation, and the "Board" means its board of directors. If these Bylaws conflict with the Act or the Articles, the Act or the Articles control.

1. OFFICES AND FISCAL YEAR

The Corporation's principal office is at _____. The Corporation will keep a registered office and registered agent in its state of incorporation as the Act requires.

The Corporation's fiscal year ends on _____ of each year.

2. SHAREHOLDERS OR MEMBERS

(Complete this section if the Corporation has shareholders or voting members. A nonprofit run only by its board may write "Not applicable.")

The annual meeting will be held each year during _____, on a date and at a time and place the Board sets, to elect directors and conduct other proper business. Special meetings may be called by the Board and by _____.

Written notice of each meeting will be given at least _____ days and no more than 60 days (50 days for nonprofit members) before the meeting. Holders of _____ of the votes entitled to be cast, present in person or by proxy, constitute a quorum.

Directors are elected by a plurality of the votes cast. Any other matter is approved if the votes cast in favor exceed the votes cast against it, unless the Act or the Articles require more. Proxies are valid for 11 months unless they state a longer period the Act allows. Any action may be taken without a meeting by written consent as the Act allows.

3. BOARD OF DIRECTORS

The business and affairs of the Corporation are managed under the direction of the Board. The Board has _____ directors (or no fewer than _____ and no more than _____, as the Board sets by resolution). Each director serves a term of _____ and until a successor is elected and qualified.

Directors may be removed as the Act and the Articles allow. Vacancies may be filled by a majority of the remaining directors, even if fewer than a quorum.

The Board meets _____ (for example, annually, quarterly or monthly). Special meetings may be called by the President or any two directors on at least _____ days' notice. A majority

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of the total number of directors constitutes a quorum, and the act of a majority of the directors present at a meeting with a quorum is the act of the Board. The Board may act without a meeting by unanimous written consent.

The Board may create committees of one or more directors. No committee may amend these Bylaws, fill Board vacancies or approve any action the Act reserves to the full Board or to the shareholders or members.

4. OFFICERS

The officers are a President, a Secretary and a Treasurer, elected by the Board, and any other officers the Board appoints: _____. Officers serve at the pleasure of the Board. [ ] One person may hold more than one office where the Act allows. [ ] Each office must be held by a different person.

The President supervises the Corporation's business. The Secretary keeps minutes and records and gives notices. The Treasurer has charge of the Corporation's funds and books and reports to the Board at least once a year.

5. SHARES AND TRANSFERS

(For-profit corporations only.) Shares will be [ ] represented by certificates signed by two officers [ ] uncertificated. The Corporation may treat the holder of record as the owner for all purposes. Dividends may be declared by the Board when the Act and the Articles allow.

[ ] Right of first refusal: before selling shares to an outsider, a shareholder must offer them to the Corporation, which has _____ days to buy on the same terms, and then to the other shareholders for 15 more days. Every certificate or notice for restricted shares must state the restriction conspicuously.

6. NONPROFIT PROVISIONS

(Nonprofit corporations only.) The Corporation's purpose is: _____. No part of its net earnings will benefit any director, officer, member or other private person, except reasonable pay for services actually provided.

[ ] The Corporation is organized exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code. It will not take part in political campaigns, and lobbying will not be a substantial part of its activities. On dissolution, remaining assets will go to one or more 501(c)(3) organizations or a government unit for a public purpose. The Articles must contain matching purpose and dissolution clauses.

7. INDEMNIFICATION AND CONFLICTS OF INTEREST

The Corporation [ ] will [ ] may, as the Board decides, indemnify its directors and officers to the fullest extent the Act allows, and will indemnify any director or officer who succeeds in defending a claim brought because of that role. The Corporation may advance defense costs on a written promise to repay, and may buy insurance for its directors and officers.

A director or officer with a financial interest in a transaction with the Corporation must disclose it, leave the discussion and not vote. The transaction may be approved by a majority of the disinterested directors only if they decide it is fair and reasonable to the Corporation.

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8. RECORDS AND AMENDMENTS

The Corporation will keep minutes, books of account, a record of its shareholders or members, and copies of the Articles and these Bylaws at its principal office. Shareholders, members and directors may inspect records as the Act provides.

These Bylaws may be amended by [ ] the Board or the shareholders or members [ ] only the shareholders or members [ ] the Board (nonprofit with no members), as the Act and the Articles allow. These Bylaws are governed by the laws of the state of incorporation.

Additional provisions: _____

9. CERTIFICATE OF SECRETARY

I, _____, certify that I am the Secretary of the Corporation named above and that these Bylaws were adopted as its Bylaws, effective _____, by _____ (the incorporator, the Board of Directors, or the shareholders or members).

SIGNATURES

Secretary

Signature: _____ Date: _____

Printed Name: _____

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