

# Sample bylaws — with membership

The following bylaws are intended only as a model. They show some of the most general ways of writing bylaws. An organization has a great deal of latitude in shaping its bylaws, and does not need to follow this model. Keep in mind that the organization can and should amend its bylaws as often as necessary to keep up with changes to the organization. Organizations are free to reproduce all, or parts of the samples provided in this section.

## BYLAWS OF ABC NONPROFIT

### ARTICLE I — NAME AND PURPOSE

*Section 1 — Name:* The name of the organization shall be **ABC Nonprofit**. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

*Section 2 — Purpose:* **ABC Nonprofit** is organized exclusively for charitable, scientific and education purposes.

#### **The purpose of this corporation is:**

- **to support and conduct non-partisan research, education, and informational activities to increase public awareness of juvenile delinquency;**
- **to combat crime within neighborhoods; and**
- **to prevent community deterioration.**

### ARTICLE II — MEMBERSHIP

*Section 1 — Eligibility for membership:* Application for voting membership shall be open to **any current resident, property owner, business operator, or employee of the city of Saint Paul that supports the purpose statement in Article I, Section 2.** Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

*Section 2 — Annual dues:* **The amount required for annual dues shall be \$100 each year,** unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

*Section 3 — Rights of members:* Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

*Section 4 — Resignation and termination:* Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

*Section 5 — Non-voting membership:* The board shall have the authority to establish and define non-voting categories of membership.

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Items highlighted in bold type signify information specific to the organization. Other information provided in this sample may not be adequate for all types of nonprofits and are provided only as an example.

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Article I must be included. For organizations not incorporated, state that the nonprofit is organized in compliance with the laws of Minnesota.

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The purpose statement must maintain the standards stated in IRS Publication 557 and give a brief description of the organization's goals to ensure approval of Federal tax exemptions.

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Article II is an example of a membership organization's bylaws. For an example of a non-membership organization's bylaws, see page 39.

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The board of directors must decide who will be eligible for membership and if dues will be paid. This should be laid out in the bylaws.

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A person or organization cannot automatically be made a member. Minnesota law states that a person may not be admitted as a member without the person's express or implied consent.

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Members are of one class, with equal rights, unless otherwise stated in the articles and bylaws.

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## ARTICLE III — MEETINGS OF MEMBERS

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A nonprofit with voting members should hold at least one meeting of its members per year.

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*Section 1 — Regular meetings:* Regular meetings of the members shall be held quarterly, at a time and place designated by the chair.

*Section 2 — Annual meetings:* An annual meeting of the members shall take place in the month of **October**, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

*Section 3 — Special meetings:* Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.

*Section 4 — Notice of meetings:* Printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting.

*Section 5 — Quorum:* The members present at any properly announced meeting shall constitute a quorum.

*Section 6 — Voting:* All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

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Unless otherwise specified by the articles or bylaws, a quorum for a meeting of members is ten percent of the members entitled to vote at the meeting according to Minnesota law.

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## ARTICLE IV — BOARD OF DIRECTORS

*Section 1 — Board role, size, and compensation:* The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. **The board shall have up to 20, but not fewer than 16 members.** The board receives no compensation other than reasonable expenses.

*Section 2 — Terms:* All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

*Section 3 — Meetings and notice:* The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

*Section 4 — Board elections:* New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

*Section 5 — Election procedures:* A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the associations diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for up to 10 available positions each year.

*Section 6 — Quorum:* A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

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Minnesota law requires a minimum of three directors. The statutory limit for a board term is ten years.

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A board of directors must meet at least once during a fiscal year.

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Minnesota law requires a quorum of directors for the purpose of conducting transactions, to consists of at least one-third, of the directors currently holding office.

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For more information on board governance, see page 18.

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According to Minnesota law, a board must consist of at least a chair/president and a treasurer. Other offices can be created as needed.

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*Section 7 — Officers and Duties:* There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

*The chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

*The vice-chair* shall chair committees on special subjects as designated by the board.

*The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

*The treasurer* shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

*Section 8 — Vacancies:* When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

*Section 9 — Resignation, termination, and absences:* Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

*Section 11 — Special meetings:* Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

## ARTICLE V — COMMITTEES

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Committees are assigned by the board of directors to work on specific issues facing the organization. Standing committees, such as an Executive Committee or Finance Committee, should be outlined in the bylaws, whereas ad hoc committees can be created for a time period set by the board of directors.

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*Section 1 — Committee formation:* The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

*Section 2 — Executive Committee:* The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

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*Section 3 — Finance Committee:* The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

## ARTICLE VI — DIRECTOR AND STAFF

*Section 1 — Executive Director:* The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

## ARTICLE VII — AMENDMENTS

*Section 1 — Amendments:* These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

## CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on **May 22, 2001**.

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Secretary

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Date

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Though not required, it is highly recommended that the executive director be required to attend all board meetings. This will ensure the executive director is aware of all board discussions and the board is aware of the executive's activities.

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It is necessary for the bylaws to detail how they are to be amended. Because the bylaws are more detailed than the articles of incorporation, they should be updated and changed in accordance with the organization's growth and change. Membership organizations may involve their members in the amendment procedures.

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A copy of the original articles and bylaws should be filed for the organization's records.

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