[YOUR ORGANIZATION NAME]

A [YOUR STATE] Nonprofit Corporation

Nonprofit Bylaws **TEMPLATE**

ARTICLE I — NAME, PURPOSE & MISSION ALIGNMENT

1.1 Name
The name of the corporation is [Your Organization Name].

1.2 Purpose
This organization is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

1.3 Mission Alignment & Flexibility
The corporation shall operate in a manner consistent with its mission, but with sufficient flexibility to evolve programs, funding strategies, and technology use over time.

ARTICLE II — BOARD OF DIRECTORS

2.1 Authority & Duties
The Board of Directors shall manage and oversee the affairs of the corporation. Among its responsibilities are: approving policies, overseeing finances, guiding strategic direction, ensuring legal compliance, and supervising any use of AI or technology in the organization.

2.2 Composition & Terms
- The Board shall consist of no fewer than X and no more than XX directors, in accordance with state law.
- Directors serve [X- or X-year terms], with staggered terms to ensure continuity of institutional knowledge.

2.3 Elections & Vacancies
- Directors shall be elected by the Board (or as stated in a Board policy) by majority vote.
- Vacancies may be filled midterm by the Board for the remainder of the term.

2.4 Meetings & Quorum
- The Board shall meet at least [quarterly/annually].

- Special meetings may be called by the President or by a minimum number of directors (e.g., two).
- Notice of meetings shall be given (e.g. 48 hours) by email or other reasonable means.
- A majority of the current directors constitutes a quorum.
- Board members may attend via video, teleconference, or other means, provided all participants can simultaneously hear one another.

2.5 Removal & Resignation
- A director may be removed for cause or repeated unexcused absences by a two-thirds (⅔) vote of the Board.
- Any director may resign at any time by giving written notice to the Board.

ARTICLE III — OFFICERS

3.1 Titles & Appointment
The officers shall be President (or Chair), Vice President, Secretary, and Treasurer. The Board may appoint additional officers as needed.

3.2 Duties
- President/Chair: Leads Board meetings, supports strategic oversight.
- Vice President: Acts in absence or incapacity of the President.
- Secretary: Keeps minutes, maintains records, issues meeting notices.
- Treasurer: Oversees financial management, ensures regular reporting, compliance, and audit.

3.3 Term & Removal
- Officers serve XXX-year terms and may be re-elected by the Board.
- The Board may remove an officer at any time, with or without cause.

ARTICLE IV — COMMITTEES

The Board may establish standing or ad hoc committees, such as Finance, Governance, Fundraising, or Technology & Ethics.

Committees operate under charters approved by the Board, report regularly to the Board, and may not override actions reserved to the full Board.

ARTICLE V — POLICIES & PROFESSIONAL STANDARDS

5.1 Conflict of Interest & Recusal
Directors must disclose any actual or potential conflicts and recuse themselves from related discussions and votes. The Board shall adopt and review a written Conflict of Interest Policy annually.

5.2 Board Compensation & Reimbursement
Board service is voluntary. Directors receive no compensation except reimbursement for reasonable, documented expenses approved by the Board.

5.3 Non-Discrimination Policy
Selection of directors, staff, contractors, and beneficiaries shall be non-discriminatory regarding race, color, religion, sex, gender identity, sexual orientation, age, national origin, disability, or any other protected category.

5.4 Responsible AI & Technology Use
The corporation may employ artificial intelligence, digital tools, and data systems under the following principles:

1. Human Oversight: AI shall not replace human judgment in decisions materially affecting clients or stakeholders.
2. Transparency & Documentation: AI use must be documented and ratified by human decision-makers.
3. Privacy & Data Security: AI must comply with data protection, privacy, and security standards.
4. Mission Alignment & Ethics: AI shall be used only in ways consistent with the organization's mission and ethical standards.
5. The Board may establish a Technology & Ethics Committee to review AI and tech use annually.

ARTICLE VI — FISCAL MANAGEMENT & RECORDS

6.1 Fiscal Year
The fiscal year shall run from [Month/Day] to [Month/Day].

6.2 Books & Records
The corporation shall maintain accurate accounting records, minutes, and all governing documents.

6.3 Financial Oversight & Audit
- The Treasurer shall present regular financial statements.

- The Board shall determine if an external audit is required.
- All accounts and expenditures must be authorized per Board policy.

6.4 Loans & Indebtedness
No loans shall be made in the organization's name without prior Board approval.

ARTICLE VII — INDEMNIFICATION & LIABILITY

To the fullest extent permitted by [YOUR STATE] law, the corporation shall indemnify directors, officers, employees, and agents against liabilities incurred while acting in good faith and in the best interests of the organization.

ARTICLE VIII — TRANSPARENCY & ACCOUNTABILITY

The corporation shall make its IRS Form 990, bylaws, and key policies publicly available or accessible to stakeholders as required by law or funder expectations.

ARTICLE IX — AMENDMENTS

These Bylaws may be amended by a two-thirds (⅔) vote of the Board, provided that notice of proposed changes is given at least [X] days in advance. Amendments must remain consistent with Section 501(c)(3) and the Articles of Incorporation.

CERTIFICATION

These Bylaws were approved by the Board of Directors of [Your Organization Name] on [Date].

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Secretary’s Name, Secretary
Date: __________________________