# [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  $(\frac{2}{3})$  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: Al shall not replace human judgment in decisions materially affecting clients or stakeholders.
- 2. Transparency & Documentation: Al use must be documented and ratified by human decision-makers.
- 3. Privacy & Data Security: Al must comply with data protection, privacy, and security standards.
- 4. Mission Alignment & Ethics: Al 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 Al 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 (%) 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 [Date].	Board of Directors of [Your Organization Name] or
Convetent de Nome Convetent	-
Secretary's Name, Secretary	
Date:	