

KOB Website  
Get Organized  
**BYLAWS TEMPLATE #2**

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**ARTICLE I**

Name: The name of this organization

**ARTICLE II**

Purpose: State mission statement or purpose here

**ARTICLE III**

**Section 1:** \_\_\_\_\_ is a membership organization. Full membership is open to \_\_\_\_\_ Individuals and other organizations may join as associate members. \_\_\_\_\_ board of directors is empowered to establish dues for full and associate membership status.

**Section 2:** A regular meeting of full members shall be held annually within the first six months of the calendar year for the purpose of electing directors; receiving reports of board officers, board committees, and the executive director; and for any other business that may arise. The meeting date shall be set by the board of directors.

**Section 3:** Special meetings of the membership may be called by the board chair, or by six or more directors, and shall be called by the chair at the written request of ten or more members of \_\_\_\_\_. The purpose of the meeting shall be stated in a written notice to all members, and such notice shall be provided at least one week in advance of the special meeting.

**Section 4:** Those members in attendance at any meeting, shall constitute a quorum.

**ARTICLE IV**

**Section 1:** \_\_\_\_\_ shall be governed by a board of not fewer than \_\_\_\_\_ and no more than \_\_\_\_\_ directors.

**Section 2:** When there are vacancies on the board, a slate of candidates for election to the board shall be approved by the board for presentation to the membership for approval at the annual meeting. The slating process (Article VIII, Section 4) shall provide an opportunity for the membership to suggest candidates to be considered for slating, but nominations for director from the floor at the membership meeting shall not be in order.

**Section 3:** No director shall receive compensation for service on the board. The board may provide that directors shall be reimbursed for expenses they incur in the course of their service on the board.

**Section 4:** The board shall determine policies for management and programs.

**Section 5:** Any director, officer, or agent may be removed by the board. A person so affected may appear or be represented at a meeting of the board. Removal shall require a two-thirds majority vote by the directors present.

**Section 6:** Absence by a director from three consecutive meetings of the board shall constitute a resignation, and no further action of the board shall be required.

**Section 7:** In the event of an irregular vacancy on the board, the board, at its discretion, may appoint someone to fill the vacancy until the next scheduled election of directors.

## **ARTICLE V**

**Section 1:** The board shall meet at least once per quarter.

**Section 2:** Special meetings of the board may be called by the chair or by a majority of the executive committee, and shall be called by the chair at the written request of six or more directors, except as provided in Article VIII, Section 1.b.

**Section 3:** At any meeting of the board or one of its committees, a majority of the directors actually serving on the board or committee at the time of the meeting shall constitute a quorum for the transaction of business. Teleconferencing or other technologies that allow a board member to participate in real time are considered acceptable alternatives to in person attendance.

**Section 4:** The board shall act by a majority vote on all questions except those which have been specifically designated in the bylaws as requiring more than a simple majority. No vote by proxy shall be allowed.

**Section 5:** Notice giving the place, date, and hour of a meeting of the board shall be given to each director. If a special meeting is called, the purpose of the meeting shall be communicated to each director. If mailed, the notice shall be deemed to be delivered when deposited in the United States Mail, if properly addressed to the director.

## **ARTICLE VI**

**Section 1:** The officers of the board of directors shall be a chair, a vice chair, a treasurer, and a secretary, who shall be elected annually by a majority of the directors present at the meeting during which the election takes place.

### **Section 2:**

a. The chair shall preside over meetings of the board of directors and, in cooperation with the executive director, shall set the agenda for all meetings except meetings called by the executive committee or called by directors for a special purpose. The chair shall provide leadership for the board, and shall be the principal representative of the board to the public, and in general perform all duties incident to the chair and such duties as may be prescribed by the board from time to time.

b. The chair shall serve as chair of the executive committee and be an ex officio member of all other standing committees and ad hoc committees. The chair shall appoint the chair and members of standing and ad hoc committees with the approval of the board.

c. The chair may remove chairs and members of committees.

d. The chair, with the executive director, shall sign contractual agreements and other legal instruments if his or her signature is authorized by the board of directors or is required by law.

### **Section 3:**

a. The vice chair: shall assist the chair in such ways as the chair shall direct, and in the absence of the chair shall preside at meetings and perform the other duties of chair.

b. The vice chair shall be a member of the executive committee and at the direction of the chair may serve as a non-voting member of any other standing or ad hoc committee except the officer nominations committee.

**Section 4:** The treasurer shall be a member of the executive committee and chair of the finance committee.

**Section 5:**

- a. The secretary shall be a member of the executive committee.
- b. The secretary shall be responsible for the accuracy of the minutes taken at each meeting of the board and membership.
- c. The secretary shall act as the official correspondent when required by law or instructed by the board.

**ARTICLE VII**

**Section 1:**

- a. Directors shall be elected for a three-year term beginning \_\_\_\_\_. A sitting director may be slated by the board nominations committee for election to a second three-year term.
- b. A total of six years shall be the maximum term of service on the board of directors, except as specified in Section 2.c. below. Directors who complete six years of service are eligible to serve again after one year.

**Section 2:**

- a. The term of office for officers of the board is two years, beginning \_\_\_\_\_, except as specified in c. below.
- b. No director may hold the same office for more than one term.
- c. A chair elected during a year in which he or she will have finished five or six years of service on the board may be re-elected to the board for a seventh year or seventh and eighth years to complete a term as chair if this extension is recommended by the officers nominations committee and is approved by a majority of the directors present at the meeting during which the matter is considered.

**Section 3:** Any director who completes less than three years of service on \_\_\_\_\_ will be deemed to have completed a first term on the June 30th following the end of his or her third year of service. The chair and any director who may be affected by the provisions of this section will confer and arrive at a mutually agreeable determination of the affected director's status. Once the status of all affected director's has been determined, the chair will issue a list of directors indicating when they will complete their terms.

**ARTICLE VIII**

**Section 1:**

- a. The executive committee shall consist of the officers and the chairs of the standing committees.
- b. The executive committee shall be subject to the direction of the board and shall report its actions to the board. The executive committee may oversee the affairs, including membership matters, between meetings of the board. The executive committee shall have authority to act for the board between board meetings, provided that a report of any official action taken by the executive committee shall be sent within five days to all directors. If fewer than three written objections are received by the chair within ten days after the report has been mailed, the executive committee's action shall be considered the will of the board. If three directors file written objections with the chair within the specified ten days, the chair will call a meeting of the board as soon as possible, or, within the written agreement of the directors objecting, defer the matter or matters at issue until the next regularly scheduled meeting of the board.

**Section 2:** The planning committee shall be a standing committee; it shall consist of a chair and at least four members. The planning committee shall be responsible for program planning and resource development, and shall make recommendations regarding these matters to the board. When there is

a board planning session or retreat, the planning committee shall oversee the program for such a meeting.

**Section 3:** The finance committee shall be a standing committee; it shall consist of the treasurer serving as chair and at least four members. The finance committee shall review and make recommendations to the board concerning the budget, its finances, and annual audit. The finance committee shall also make recommendations to the board regarding fiscal practices and policies, and cooperate with the planning committee in establishing revenue objectives.

**Section 4:** The board nominations committee shall be a standing committee; it shall consist of a chair and at least four members. The board nominations committee shall be responsible for slating nominees for the board, for approval by the board well in advance of the annual membership meeting. The board nominations committee is responsible for developing and maintaining a pool of candidates for consideration during the slating process. The board and the membership shall be invited to submit names for inclusion in the pool of candidates. At least ten days before the meeting at which the board will consider the committee's slate of candidates for election to the board, the board nominations committee shall send a report to all directors containing the names and qualifications of candidates.

**Section 5:** The officer nominations committee shall not be considered a standing committee. It shall consist of a chair and four members. The committee shall choose one of its members to chair the committee. The responsibility of the committee shall be to recommend a slate of officers to the board.

At the second meeting of the calendar year, the board shall vote in a secret ballot on the officer nominees slated by the officer nominations committee and on nominations from the floor, if any.

**Section 6:** The board of directors may designate any committee composed of any number of directors for any purpose it deems necessary. A majority vote of the board shall be required for the formation of such a committee. The board chair shall appoint the chairs and members of such ad hoc committees.

## **ARTICLE IX**

**Section 1:** The board shall employ an executive director to manage operations and supervise staff and volunteers in accordance with policies approved by the board.

**Section 2:** The executive director or the executive director's designee may attend meetings of the board and its committees.

## **ARTICLE X**

**Section 1:** The corporation shall indemnify every person who is or has been a Director or officer of the corporation and such persons' heirs and legal representatives where such person is a party or is threatened with being a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such person is or was a Director or officer of the corporation, or is or was serving at the request of the corporation in any capacity for any other business organization, against expenses (including attorneys' fees), judgment, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he/she reasonably believed to be in or not opposes to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith or in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action, suit or proceeding, that he/she had reasonable

cause to believe that his/her conduct was unlawful. The foregoing right of indemnification shall be in addition to all rights to which any such Director or officer as extended under law.

#### **ARTICLE XI**

**Section 1:** \_\_\_\_\_ shall have a policy regarding conflicts, or apparent conflicts, of interest in affairs conducted by the board and staff. This policy will be observed, and its observation will be duly recorded in the minutes of meetings.

**Section 2:** \_\_\_\_\_ fiscal year shall be\_\_\_\_\_.

**Section 3:** The rules presented in the most recent edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the board in all cases to which they are applicable and which are not otherwise covered by actions of the board or the bylaws.

#### **Section 4:**

a. Bylaws may be amended or replaced and new bylaws may be adopted by the board at any regular meeting of the board. An amendment, revision, or repeal must be approved by two-thirds of the directors present.

b. Proposed changes in the bylaws shall be circulated to all directors at least ten days in advance of the meeting where such proposed changes will be considered and voted on by the board.