
CORPORATE BYLAWS

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These are the Corporate Bylaws ("Bylaws") of _____ ("Company"),
organized under the laws of the State of _____, by the filing of its
Articles of Incorporation on _____, 20 _____.

ARTICLE I: PURPOSE AND DURATION

- 1) This Corporation is organized for any lawful purpose for which a corporation may be formed.
- 2) The duration of this corporation is perpetual.
- 3) The purpose and duration of this corporation may be amended by the board of directors.

ARTICLE II: MEETINGS OF SHAREHOLDERS

- 1) The annual meeting of shareholders will be held on _____.
The annual meeting of the company will be held on the _____ of every year
at _____ a.m. p.m. At the annual meeting, the shareholders will elect a board of at
least five (5) directors and may take any other shareholder action permitted by state law.
- 2) A special meeting of the shareholders may be called at any time by the president.
- 3) At least fifteen (15) days before an annual or special meeting, the secretary will send a notice of the
meeting to each shareholder, stating the time and place of the meeting. For a special meeting, the
notice must also include the purposes of the meeting; no action can be taken at a special meeting
except as stated in the notice, unless all shareholders consent.
- 4) Shareholders may attend a meeting either in person or by proxy. A quorum of shareholders at any
shareholders meeting will consist of the owners of a majority of the shares outstanding. If a quorum
is present, the shareholders may adjourn from day to day as they see fit, and no notice of such
adjournment need be given. If a quorum is not present, the shareholders present in person or by
proxy may adjourn to such future time as they agree upon; notice of such adjournment must be
mailed to each shareholder at least fifteen (15) days before such adjourned meeting.

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- 5) Each shareholder, whether represented in person or by proxy, is entitled to one (1) vote for each share of stock standing in his or her name on the books of the company.
- 6) Proxies must be in writing.
- 7) Shareholders' actions require the assent of a majority of the corporate shares that have been issued, but if state law requires a greater number of votes, that law will prevail.
- 8) Shareholders may, by written consent, take any action required or permitted to be taken at an annual or special meeting of shareholders. Such action may be taken without prior notice to shareholders. The written consent must:
 - a. state the action taken; and
 - b. be signed and dated by the owners of shares having at least the number of votes that would be needed to take such action at a meeting.

If the written consent is not signed by all shareholders, the secretary will, within _____ days, send a copy of the written consent to the shareholders who did not sign it.

ARTICLE III: STOCK

- 1) Stock certificates must be signed by the president and secretary of the corporation.
- 2) The name of the person owning shares represented by a stock certificate, the number of shares owned and the date of issue will be entered in the corporation's books.
- 3) All stock certificates transferred by endorsement must be surrendered for cancellation. New certificates will be issued to the purchaser or assignee.
- 4) Shares of stock can be transferred only on the books of the corporation and only by the secretary.

ARTICLE IV: BOARD OF DIRECTORS

- 1) The board of directors will manage the business of the corporation and will exercise all of the powers that may be exercised by the corporation under the statutes of the State of _____, the articles of incorporation or the corporate bylaws.
- 2) A vacancy on the board of directors by reason of death, resignation or other causes may be filled by the remaining directors, or the board may leave the position unfilled, in which case it will be filled by a vote of the shareholders at a special meeting or at the next annual meeting.

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During periods when there is an unfilled vacancy on the board of directors, actions taken by the remaining directors will constitute actions of the board.

- 3) The board of directors will meet annually, immediately following the annual meeting of shareholders. The board of directors may also hold other regular meetings, at times and places to be fixed by unanimous agreement of the board. At annual or regular meetings, the board may take any actions allowed by law or these bylaws. Special meetings may be called by president or _____ or more directors giving _____ days' written notice to all directors. A notice of a special meeting must be sent by first class mail, and must state the time, place and purposes of the meeting; no action can be taken at a special meeting of directors except as stated in the notice, unless all directors consent.
- 4) A quorum for a meeting will consist of a majority of directors.
- 5) Directors will act only by the assent of a majority of those directors present.
- 6) The directors will not be compensated for serving as such. A director may, however, serve in other capacities with the corporation and receive compensation for such service.
- 7) Directors may, by written consent, take any action required or permitted to be taken at a directors' meeting. Such action may be taken without prior notice to the directors. The written consent must:
 - a. state the action taken; and
 - b. be signed and dated by at least the number of directors whose votes would be needed to take such action at a meeting.

If the written consent is not signed by all directors, the secretary will, within _____ days, send a copy of the written consent to the directors who did not sign it.

- 8) Directors may meet or participate in meetings by telephone or other electronic means as long as all directors are continuously able to communicate with one another.

ARTICLE V: OFFICERS

- 1) The officers of the corporation will consist of president, vice president, secretary, treasurer and any other officer(s) that the board of directors may appoint.

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2) The initial officers of the corporation include:

Officer	Title
	President
	Vice President
	Secretary
	Treasurer

- 3) The president will preside at all meetings of the directors and shareholders, and will have general charge of the business of the corporation, subject to approval of the board of directors.
- 4) In case of the death, disability or absence of the president, the vice president will perform and be vested with all the duties and powers of the president.
- 5) The secretary will keep the corporate records, including minutes of shareholders' and directors' meetings and consent resolutions. The secretary will give notice, as required in these bylaws, of shareholders' and directors' meetings.
- 6) The treasurer will keep accounts of all moneys of the corporation received or disbursed, and will deposit all moneys and valuables in the name of the corporation in the banks and depositories that the directors designate. Checks against company accounts will be signed as directed by the board of directors.
- 7) The salaries of all officers will be fixed by the board of directors and may be changed from time to time by the board of directors.

ARTICLE VI: FISCAL

- 1) The books of the corporation will be closed at a date to be selected by the directors prior to the filing of the first income tax return due from the corporation.
- 2) The books will be kept on a cash accrual basis.
- 3) Within ____ days after the corporation's fiscal year ends, the treasurer will provide each shareholder with a financial statement for the corporation.

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ARTICLE VII: AMENDMENTS

Any of these bylaws may be amended or repealed by a majority vote of the shareholders at any annual meeting or at any special meeting called for that purpose.

Adopted by the shareholders of _____

on _____, 20____.

By:

_____, President

_____, Secretary

