**Board of Directors By-Laws Template**

**for Nonprofits**

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To schedule consulting, use our powerful grant research database, or to reserve meeting/event space in our Behnken Nonprofit Learning Campus, reach out to Mark Atkinson, Nonprofit Connection Director: matkinson@uwnu.org.

**Instructions for Using this By-Laws Template**

**How to Use:**

* **Replace** anything in [brackets] with your organization's specific information.
* **Adjust** numbers (e.g., number of Directors, quorum percentages, terms) based on your Board's decisions.
* **Simplify or Expand** sections based on your nonprofit's size and complexity.
* **Review Legally:** It is highly recommended that an attorney review the final version.
* **Supplement:** You may want to add additional policies (e.g., Conflict of Interest, Whistleblower Policy) alongside these By-Laws.

**Important:** The By-Laws must be officially adopted by a majority vote of your Board of Directors.

**By-Laws of the Board of Directors**

**Organization Name**
Effective Date:
Prepared By:

Contents

[[Nonprofit Name] 5](#_Toc196738477)

[By-Laws of the Board of Directors 5](#_Toc196738478)

[Article I. Name and Purpose 5](#_Toc196738479)

[Article II. Membership 5](#_Toc196738480)

[Article III. Board of Directors 5](#_Toc196738481)

[Article IV. Officers 6](#_Toc196738482)

[Article V. Committees 6](#_Toc196738483)

[Article VI. Fiscal Year 7](#_Toc196738484)

[Article VII. Amendments 7](#_Toc196738485)

[Article VIII. Indemnification 7](#_Toc196738486)

[Certification 7](#_Toc196738487)

### Article I. Name and Purpose

**Section 1: Name**

The name of the organization shall be [Full Legal Name].

**Section 2: Purpose**

[Nonprofit Name] is organized exclusively for charitable, educational, or other nonprofit purposes under Section 501(c)(3) of the Internal Revenue Code.
The purpose of the organization is to:

* [Mission Statement or Purpose Statement]

### Article II. Membership

**Section 1: Membership**

[Nonprofit Name] does not have a formal membership structure. Authority rests with the Board of Directors.

### Article III. Board of Directors

**Section 1: Role and Authority**

The Board of Directors governs the organization, sets strategic direction, ensures financial oversight, and supports leadership.

**Section 2: Number and Composition**

The Board shall consist of no fewer than [X] and no more than [Y] Directors.

**Section 3: Terms**

Directors shall serve [two-year/three-year] terms and may be re-elected for [one/two/unlimited] additional terms.

**Section 4: Meetings**

The Board shall meet at least [quarterly/bi-monthly/monthly] at an agreed time and place.
Notice of each meeting shall be given at least [7/14] days in advance.

**Section 5: Quorum and Voting**

A quorum shall consist of [simple majority, e.g., 51%] of the Board members.
Decisions are made by a majority vote of Directors present.

**Section 6: Resignation and Removal**

Any Director may resign at any time by giving written notice.
The Board may remove a Director by [majority/two-thirds] vote for cause or failure to fulfill responsibilities.

### Article IV. Officers

**Section 1: Officers**

Officers of the Board shall include:

* President/Chair
* Vice President/Vice Chair
* Secretary
* Treasurer

**Section 2: Election and Term**

Officers are elected annually by the Board from among its members.

**Section 3: Duties**

* **President/Chair:** Presides at meetings, represents the organization publicly, supervises Board activities.
* **Vice President/Vice Chair:** Acts in absence of the President/Chair.
* **Secretary:** Keeps records of meetings, ensures proper notices.
* **Treasurer:** Oversees financial records, reports financial status to the Board.

### Article V. Committees

**Section 1: Formation**

The Board may create standing or ad hoc committees as needed (e.g., Finance, Governance, Fundraising).

**Section 2: Executive Committee**

An Executive Committee may be formed consisting of Officers to make decisions between Board meetings, subject to full Board approval at the next meeting.

### Article VI. Fiscal Year

The fiscal year of [Nonprofit Name] shall begin on [Month, Day] and end on [Month, Day].

### Article VII. Amendments

These By-Laws may be amended by a [two-thirds/majority] vote of Directors present at any regular or special meeting, provided a written notice of proposed changes is given [14] days prior to the meeting.

### Article VIII. Indemnification

To the fullest extent permitted by law, [Nonprofit Name] shall indemnify its Directors and Officers against expenses and liabilities reasonably incurred.

### Certification

These By-Laws were approved at a meeting of the Board of Directors of [Nonprofit Name] on [Date].

**Signed:**

[Board Chair Name], Board Chair

[Secretary Name], Board Secretary

**Appendix A:** By-Laws **Example** (Fictitious Example; created by ChatGPT)

# Fictitious Nonprofit

## By-Laws of the Board of Directors

**Effective Date:** May 1, 2025

### Article I. Name and Purpose

**Section 1: Name**

The name of the organization shall be Fictitious Nonprofit.

**Section 2: Purpose**

Fictitious Nonprofit is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code.

The purpose of the organization is to:

* Provide after-school tutoring and mentorship programs for underserved youth in Northern Utah.
* Support leadership development opportunities for high school students.
* Foster positive community engagement among youth and families.

### Article II. Membership

**Section 1: Membership**

Fictitious Nonprofit does not have a formal membership structure. Authority rests with the Board of Directors.

### Article III. Board of Directors

**Section 1: Role and Authority**

The Board of Directors governs the organization, sets strategic direction, ensures financial oversight, and supports leadership.

**Section 2: Number and Composition**

The Board shall consist of no fewer than 5 and no more than 15 Directors.

**Section 3: Terms**

Directors shall serve two-year terms and may be re-elected for two additional consecutive terms.

**Section 4: Meetings**

The Board shall meet at least quarterly at an agreed time and place.

Notice of each meeting shall be given at least 14 days in advance.

**Section 5: Quorum and Voting**

A quorum shall consist of a simple majority (51%) of Board members.
Decisions are made by a majority vote of Directors present.

**Section 6: Resignation and Removal**

Any Director may resign at any time by giving written notice to the Secretary.
The Board may remove a Director by a two-thirds vote for cause, including failure to attend meetings or fulfill responsibilities.

### Article IV. Officers

**Section 1: Officers**

Officers of the Board shall include:

* President
* Vice President
* Secretary
* Treasurer

**Section 2: Election and Term**

Officers are elected annually by the Board from among its members.

**Section 3: Duties**

* **President:** Presides at all meetings, represents the organization publicly, supervises Board activities.
* **Vice President:** Acts in the absence of the President and performs other duties as assigned.
* **Secretary:** Maintains official meeting minutes and organizational records, ensures proper notice of meetings.
* **Treasurer:** Oversees financial affairs, prepares financial reports, and assists in preparing the budget.

### Article V. Committees

**Section 1: Formation**

The Board may create standing or ad hoc committees as needed, including a Finance Committee, Fundraising Committee, and Program Committee.

**Section 2: Executive Committee**

An Executive Committee composed of the Officers may act on behalf of the Board between meetings, subject to ratification at the next Board meeting.

**Section 3: Beginning Committees**

Beginning committees include Membership, Marketing & Communication, Accounting & Compliance, and Resource Development.

### Article VI. Fiscal Year

The fiscal year of Fictitious Nonprofit shall begin on July 1 and end on June 30.

### Article VII. Amendments

These By-Laws may be amended by a two-thirds vote of Directors present at any regular or special meeting, provided that written notice of the proposed amendments is given 14 days prior to the meeting.

### Article VIII. Indemnification

To the fullest extent permitted by law, Fictitious Nonprofit shall indemnify its Directors and Officers against expenses and liabilities reasonably incurred through their service to the organization.

### Certification

These By-Laws were approved at a meeting of the Board of Directors of Fictitious Nonprofit on May 1, 2025.

**Signed:**

Jordan Smith, Board Chair

Alyssa Perez, Board Secretary