

SAMPLE BYLAWS FOR A BOARD-ONLY ORGANIZATION

**BYLAWS
of
Jackalope Advocates, Inc.**

1. **NAME AND PURPOSES:** The name and purposes of the organization are as set forth in the Articles of Incorporation.
2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be designated by the Board of Directors.
3. **MEMBERSHIP:** The Board of Directors shall constitute the Members of the Corporation.
4. **BOARD OF DIRECTORS:**
 - (a) Role/Duties/Requirements: The management of the Corporation shall be vested in a Board of Directors (hereinafter, "Board"). The Board shall have general charge of the affairs, property, and assets of the Corporation. It shall be the duty of the Board to carry out the mission and purposes of the Corporation. Each Director shall regularly attend Board meetings, contribute financially to the Corporation on an annual basis, attend major functions of the Corporation, and serve on one or more committees.
 - (b) Classes: There shall be only one class of Directors.
 - (c) Number/Composition: The Board shall be composed of no more than fifteen (15) persons and no fewer than five (5) persons.
 - (d) Elections/Vacancies: At every Annual Meeting, one third of the Board will be elected by the existing Directors. In addition to filling vacancies, including those that arise due to resignations from the Board between Annual Meetings, new Directors may be elected by the Board at times other than at the Annual Meeting, as long as such action does not cause the total number of Directors to exceed the maximum set in Section 4(c).
 - (e) Term: Each Director shall hold office for a term of three years or until a successor is duly elected, or until he or she resigns or is removed. At the end of their terms, Directors may be re-elected for additional three-year terms; there are no term limits.
 - (f) Voting: Each Director shall have one vote. There shall be no proxy voting.



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- (g) Removal: A Director may be removed, without cause, as determined by a two-thirds vote of the Directors present at any meeting at which there is a quorum.
- (h) Resignation: A Director may resign only by submitting a written resignation to the President or to the other Directors if the resigning Director is the President. All resignations shall be noted in the minutes of the Board meeting next occurring after the resignation.

5. OFFICERS:

- (a) Election/Vacancies: The Officers shall consist of President, Vice-President, Secretary, Treasurer, and any other Officer position duly created by the Board. Officers must be Directors of the Corporation. The Officers shall be elected annually for one-year terms by the Board at the Annual Meeting; this vote shall take place after the election for Directors has concluded. The Board shall fill any vacancy occurring in any office from the current Directors and any Officer so elected shall fulfill the term of his/her predecessor.
- (b) Term: Officers shall serve a term of one year or until their successors are elected, or until they resign or are removed. At the end of their terms, Officers may be re-elected for additional one-year terms; there are no term limits.
- (c) Removal: An Officer may be removed, without cause, as determined by a two-thirds vote of the Directors present at any meeting at which there is a quorum.
- (d) Resignation: An Officer may resign only by submitting a written resignation to the President or to the other Officers if the resigning officer is the President. All resignations shall be noted in the minutes of the Board meeting next occurring after the resignation.
- (e) Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board and as follows:
 - 1. The President shall preside at and conduct all meetings of the Board of Directors. The President may sign all contracts and agreements in the name of the Corporation after the



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Board has approved them, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies.

- (2) The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board; and, at the request of the President, assist in the performance of the duties of the President. In the event that the office of the President becomes vacant, the Vice-President shall automatically become President.
- (3) The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; and maintain the minutes book of the Corporation and a current listing, with phone numbers and addresses (including mail and email), of the Directors at the Principal Office of the Corporation.
- (4) The Treasurer shall oversee the deposit of funds of the Corporation into the proper accounts of the Corporation; the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all year-end financial reports and federal and state tax reports.
- (5) Other Officers holding positions created by the Board shall perform such duties as may be specified by the Board or by Officers given authority over them.

6. MEETINGS:

- (a) Annual Meeting: The Annual Meeting of the Corporation shall be held in the month of January of each year or at such time as soon as practical thereafter as determined by the Board.
- (b) Board Meetings: Meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.



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- (c) Special Meetings: Special meetings of the Board shall be held at any time and at any place within the metropolitan Baltimore area when called by the President or by at least three Directors. Business transacted at Special Meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
- (d) Notice of Meetings: Notices of Board Meetings (including the Annual Meeting) shall be in writing (including electronic forms of communication) and delivered at least ten (10) days and not more than thirty (30) days before the date of the meeting. Notice of a Special Meeting shall state that it is a Special Meeting and include the purpose(s) of the meeting, and may be given orally or in writing (which includes electronic communications) at least forty-eight (48) hours prior to the meeting time. All persons entitled to vote at a meeting must receive proper notice of the meeting.
- (e) Voting/Quorum: Except as otherwise provided in these Bylaws, decisions shall be by vote of a majority of those present and eligible to vote at any meeting at which there is a quorum. A majority of the total number of Directors of the Corporation shall constitute a quorum.
- (f) Remote Participation: Directors may participate in Board Meetings and vote on matters discussed therein, by means of a telephone or video conference or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in-person presence of the Director at the meeting.
- 7. ACTION WITHOUT MEETING:** Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if consent in writing (including electronic communications) setting forth the action so taken is given by all of the Directors entitled to vote with respect to the action. Such unanimous consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.
- 8. COMMITTEES:** The Board may create such committees with such powers as it deems wise to have, but the Board may not transfer any fiduciary duties to said committees. The President shall appoint a Director to chair each committee. The committees shall perform work specifically tasked by the Board and overseen by the Chairperson, and provide reports



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or recommendations to the Board following each committee meeting. Committees have authority only with regard to the specific tasks designated by the Board; therefore, regardless of Board resolution, committees may not:

- a) Take any final action on matters that require Board members' approval or approval of a majority of all Voting Members;
- b) Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- c) Amend or repeal Bylaws or adopt new Bylaws;
- d) Amend or repeal any resolution of the Board of Directors;
- e) Appoint any other committees of the Board of Directors or the members of these committees;
- f) Expend corporate funds except for an expressly Board-authorized purpose; or
- g) Approve any transaction to which the corporation is a party.

9. CONFLICT OF INTEREST: A conflict of interest policy has been adopted by the Corporation.

10. INDEMNIFICATION: The Corporation shall indemnify (A) its Directors and Officers, whether serving the Corporation or at its request any other entity, to the full extent required by the General Laws of the State of Maryland now or hereafter in force, and (B) other employees and agents to such extent as shall be authorized by the Board. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such bylaws, resolutions, or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the Articles of Incorporation of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

11. COMPENSATION: The Directors and Officers of the Corporation shall serve without compensation for their services as Directors or Officers. Directors and Officers may be reimbursed for direct expenses reasonably incurred on behalf of the Corporation.



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12. FISCAL YEAR: The fiscal year of the Corporation shall be from January 1st to December 31st.

13. AMENDMENTS: These Bylaws may be amended by a two-thirds vote of the Directors present at any meeting at which there is a quorum, provided the proposed amendment(s) has (have) been submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

14. NONDISCRIMINATION: Officers, Directors, employees, volunteers, and persons served shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin or ancestry, sexual orientation, gender identity or expression, disability, socioeconomic status, and political or religious opinion or affiliation.

Adopted by the Board of Directors this 15th day of April, 2016.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete, and accurate copy of the Bylaws as adopted by the Board of Directors.

Peter Nonprofiteer

4/15/16

Secretary

Date



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