BY-LAWS OF [NON-PROFIT COMPANY NAME]

These By-Laws of [NAME OF YOUR COMPANY] (the “Agreement”) take effect on [DATE].

# ORGANISATION

## The name of the organisation shall be [NAME].

## The organisation may at its pleasure by a vote of the membership body change its name.

# PURPOSES

The following are the purposes for which this organisation has been organised: [DESCRIBE]

# MEMBERSHIP

Membership in this organisation shall be open to all who [DESCRIBE].

# MEETINGS

## The annual membership meeting of this organisation shall be held on the [DAY] of [MONTH] each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.

## The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organisation a notice telling the time and place of such annual meeting.

## Regular meetings of this organisation shall be held [LOCATION].

## The presence of not less than [%] of the members shall constitute *a quo*rum and shall be necessary to conduct the business of this organisation; but a lesser percentage may adjourn the meeting for a period of not more than [NUMBER] weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. *A quo*rum as herein before set forth shall be required at any adjourned meeting.

## Special meetings of this organisation may be called by the president when he deems it for the best interest of the organisation. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least [NUMBER] days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of [%] of the members of the Board of Directors or [%] of the members of the organisation, the president shall cause a special meeting to be called but such request must be made in writing at least [NUMBER] days before the requested scheduled date.

## No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

# VOTING

## At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

## At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

## No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

# ORDER OF BUSINESS

1. Roll Call.

2. Reading of the Minutes of the preceding meeting.

3. Reports of Committees.

4. Reports of Officers.

5. Old and Unfinished Business.

6. New Business.

7. Adjournments.

# BOARD OF DIRECTORS

## The business of this organisation shall be managed by a Board of Directors consisting of [#] members, together with the officers of this organisation. At least one of the directors elected shall be a resident of the Province/State of [PROVINCE/STATE] and a citizen of [COUNTRY].

## The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organisation in the same manner and style as the officers of this organisation and they shall serve for a term of [NUMBER] years.

## The Board of Directors shall have the control and management of the affairs and business of this organisation. Such Board of Directors shall only act in the name of the organisation when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

## [%] of the members of the Board of Directors shall constitute *a quo*rum and the meetings of the Board of Directors shall be held regularly on the [DATE].

## Each director shall have one vote and such voting may not be done by proxy.

## The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

## Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

## The President of the organisation by virtue of his office shall be Chairman of the Board of Directors.

## The Board of Directors shall select from one of their members a secretary.

## A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organisation.

# OFFICERS

## The initial officers of the organisation shall be as follows:

[PRESIDENT] [VICE PRESIDENT]

[SECRETARY] [TREASURER]

## The President shall preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present at each annual meeting of the organisation an annual report of the work of the organisation. He shall appoint all committees, temporary or permanent. He shall see all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or draughts of the organisation. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organisation.

## The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organisation with all the rights, privileges and powers as if he had been the duly elected president.

## The Secretary shall keep the minutes and records of the organisation in appropriate books. It shall be his duty to file any certificate required by any statute, federal, state or Provincial. He shall give and serve all notices to members of this organisation. He shall be the official custodian of the records and seal. He may be one of the officers required to sign the checks and draughts of the organisation. He shall present to the membership at any meetings any communication addressed to him as Secretary of the organisation. He shall submit to the Board any communications which shall be addressed to him as Secretary of the organisation. He shall attend to all correspondence of the organisation and shall exercise all duties incident to the office of Secretary.

## The Treasurer shall have the care and custody of all monies belonging to the organisation and shall be solely responsible for such monies or securities of the organisation. He shall cause to be deposited in a regular business bank or trust company a sum not exceeding [AMOUNT] and the balance of the funds of the organisation shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit company in this state. He must be one of the officers who shall sign checks or draughts of the organisation. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organisation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer.

## Officers shall by virtue of their office be members of the Board of Directors.

## No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organisation for duties other than as a director or officer.

# SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organisation.

# COMMITTEES

All committees of this organisation shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be: [DESCRIBE]

# DUES

The dues of this organisation shall be [CURRENCY] [AMOUNT] per annum and shall be payable on [DATE].

# AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than [%] of the members.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written.

PRESIDENT VICE PRESIDENT

Authorised Signature Authorised Signature

Print Name and Title Print Name and Title

SECRETARY TREASURER

Authorised Signature Authorised Signature

Print Name and Title Print Name and Title