

# BYLAWS

Company Name: \_\_\_\_\_

A Corporation Governed by the State of \_\_\_\_\_

Date: \_\_\_\_\_

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## Purposes

This corporation shall be organized and operated for the purposes of \_\_\_\_\_

Subject to the laws: \_\_\_\_\_

## Offices

The Principal Place of business and main office shall be located in the state of \_\_\_\_\_, at the address \_\_\_\_\_, or another such address as designated by the board of directors. The corporation may have other offices as the board of directors may elect to determine, and as of this writing, these other locations are defined below:

## Members

The Corporation shall have members as stipulated below: \_\_\_\_\_

## Meetings

The corporation will conduct meetings at the following place: \_\_\_\_\_

or at a location as stipulated by the board of directors. If members or required attendees can not maintain a physical presence at meetings, then a means of telepresence such as by phone, or video conference, is acceptable.

## Annual meeting

An annual meeting will be held to discuss election of corporation executives, and to conduct business as directed by the board of directors. The annual meeting must be held no less than 6 months from the end of the fiscal year for which the meeting is held, and the date, time, and location for the meeting shall be determined by board of directors. Shareholders will be notified of meeting details, agenda, date and time no less than \_\_\_\_\_ days before the meeting.

### Special meeting

The board of directors reserves the right to call a meeting not otherwise defined, known as a "Special Meeting." Any shareholder with \_\_\_\_\_ percent or more shares of the corporation, the President or Chief Executive may also call the meeting. The meeting request shall be subject to the following stipulations: \_\_\_\_\_

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### Notice of meetings

Notice shall be served in writing, to all shareholders, by at least \_\_\_\_\_ or a service which is faster and carries more insurance or tracking capabilities, and/or [ ] if elected, Notice may be served by email to the email address for notices, appearing in the official records of corporation shareholders. Notices must be given no less than \_\_\_\_ days before the date of meetings, and will define the place, time, and purposes, agenda, and required attendance, and the following additional stipulations: \_\_\_\_\_

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### Casting Votes

If the presence, whether through electronic means or physical, is held of shareholders, with sum of shares larger than 50%, then a Quorum is held, and present shareholders will be allowed to vote and make decisions on the matters of the Corporation. In the case of any vote, shareholders may vote orally or by a written method, such as a ballot, electronic or in paper form and sent by the same method or better as notices to the corporation's Principal Place of Business or another location as defined by the board of directors, and subject to the following additional terms and conditions:

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### Waiver of Notice

If a quorum is present at meetings, and shareholders voted on business, the decisions shall be valid, even if meeting requirements were not met, if absent shareholders sign a written waiver of notice, consenting to holding the meeting in their absence and of the meeting minutes. The waiver can be signed at any time, before or after meeting's occurrence.

### Actions Performed without a Meeting

Shareholders may take action without a meeting's occurrence, and without Notice, if approval by shareholders, amounting to the percentage of the minimum votes required to pass such an action during a meeting, is given in writing subject to the following stipulations: \_\_\_\_\_

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### Proxy

Any persons or entities with shareholder's rights to vote on any matter have the right to vote in person, or by a proxy, which must be an authorized representative, authorized by a proxy notice, which has been filed with the secretary of the corporation.

### Directors

#### General Powers

Members of the board of directors of the Corporation shall have the following powers to manage and administer the affairs of the Corporation, which are subject to the jurisdictions: \_\_\_\_\_

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### Appointment

Directors shall have the power to appoint or remove the officers, executive roles, agents, and employees of the corporation, and to set their wages, compensations, duties, rights, and responsibilities.

### Relocation

Directors shall have the power to relocate the Principal Place of Business of the corporation, and to establish offices, either primary or other offices, and subordinate branches, and to cause the governing law and jurisdiction of the Corporation to be changed.

### Manage Shares

Directors shall have the power to cause new shares of the stock of the Corporation to be issued, and to define the consideration required to purchase or sell such shares.

### Borrow

Directors shall have the power to cause the corporation to incur a debt or to loan on behalf of the corporation.

### Additional Powers

Directors shall have the additional powers as stipulated below: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_.

### Number of Directors

As per the governing laws of the Principal Place of Business which apply to this Corporation, the number of directors shall be \_\_\_\_\_. This number may be updated if written by a duly adopted articles of incorporation, or by amendment to these bylaws, or by vote, or by written consent, subject to voting, consent, and quorum requirements.

### Elections

Directors shall be elected as part of the business conducted at annual meetings, and shall hold their office from moment of conclusion of the vote to collect of the annual meeting in which they are elected until the moment of conclusion of the vote to elect the replacement directors during the next annual meeting. Directors may resign upon delivery of written notice to the chair of the board, president, secretary, or to board of directors, after which a vote may be held for replacement. Replacement directors shall be entitled to powers of their position from the moment of conclusion of the vote to elect until the moment of conclusion of the vote to elect new directors during the following annual meeting.

### Vacancies

A vacancy exists if the number of directors is increased without election of directors to fill the increased number of seats, or if a director becomes deceased, is convicted by a court of a felony, gives written notice to resign, is declared by a court of unsound mind, or is voted to be removed by removal proceedings.

### Meetings of Directors

The board of directors will conduct meetings at the following place: \_\_\_\_\_

\_\_\_\_\_,  
or at a location as stipulated by the board of directors. If members or required attendees cannot maintain a physical presence at meetings, then a means of telepresence such as by phone, or video conference, is acceptable.

### Annual Directors' meeting

Board of Directors will hold the Annual Directors' meeting directly after the Annual Shareholders' meeting, at the same place, or as defined here: \_\_\_\_\_, or at a place and time otherwise agreed by the board of directors.

### Special Meetings

A Special Meeting may be instantiated by the chair of the board, president, vice president, secretary, or by two or more other directors, for any reason and at any time.

### Quorum

At least \_\_\_\_\_ percent of directors must be present at any directors' meeting in order to constitute a quorum, allowing those directors present to vote on and enact matters of the Corporation.

## Waiver of Notice

If meetings' occurrence is not preceded by the appropriate notice or agreement of time and place, then meetings that still take place may have enactments, votes, and matters of outcome for the corporation, which may be valid if the directors, substantial enough to add to the percentage required for a quorum, sign a waiver of notice, or a consent to holding the meeting, or an approval to the minutes of the meeting. Any matters enacted outside of a meeting shall be valid if the directors, substantial enough to add to the percentage required for a quorum, sign a written consent to the specific extra-meeting matters enacted.

## Officers

### List of Officers

The corporation will appoint officers by and to the pleasure of the board of directors, on an annual basis, including a president, secretary, treasurer, and other officers: \_\_\_\_\_.

### Removal and Resignation

Officers may be removed at any time, for any reason, or for no reason, with or without notice, by the board of directors, or the Officers may resign at any time, by providing notice as follows: \_\_\_\_\_.

## Vacancies

A vacancy exists if a new Officer position is created without appointment of an Officer to fill the position, or if an officer becomes deceased, is convicted by a court of a felony, gives written notice to resign, is declared by a court of unsound mind, or is voted to be removed by removal proceedings.

## President

The president shall be the general manager and chief executive, subject to the board of directors. The President shall hold the rights, responsibilities, and duties of the general manager of the Corporation, including but not limited to:

## Vice Presidents

The board of directors may elect to appoint one or more vice presidents, who shall serve to the pleasure of the president. If the president is deemed absent or unable to fulfill their entitled role, the most senior in tenure vice president shall fulfill the obligations of the role of president.

## Secretary

The corporation's officers shall always have one officer with the title of Secretary. The Secretary shall have the responsibilities of: maintenance of all meeting notes and minutes, including all board meetings, shareholders' meetings, and other meetings; maintenance of the principal records of all shareholders, executive offices, and members, including their official methods of notification; providing official notices as required, for shareholders' meetings, votes, board meetings, and any other notices as required or stipulated by governing law. If Secretary does not provide notice as required, the role to provide notice may be fulfilled by another officer of the corporation.

## Treasurer

The corporation's officers shall always have one officer with the title of Treasurer. The Treasurer's responsibilities are as follows: maintenance of records, books, and accounts, properties, holdings, and transactions of the corporation, including all assets and liabilities, capital and operational expenses, gains, liens, dividends and disbursements, earnings, shares, and profits. Such records shall be made available for inspection at any time by any director.

## Indemnification

To the maximum extent permissible by law, the corporation will have the powers to indemnify its directors, officers, employees, and agents against damages incurred in connection with any proceeding, provided by the fact that the person is a director, officer, employee, or agent of the corporation, or a person otherwise serving the corporation.

## Dispute Resolution

The venue for any disputes relating to or arising from the contract will be in the local jurisdiction where the Corporation's Primary Place of Business is located. When a legal action arises from any member, executive, or director against other parties in the corporation, the prevailing party shall be awarded reasonable attorney fees and court costs from the non-prevailing party.

If a dispute arises from these bylaws or other agreements of the corporation, and parties are unable to resolve their dispute, then all parties hereby agree to seek mediation prior to filing a lawsuit. Mediator(s) should be a neutral third party which is mutually agreed upon and chosen between parties.

If any party initiates a lawsuit against members of the corporation or the corporation itself without attending mediation, then that party shall not be entitled to recovering attorney fees and court costs even when otherwise entitled parties agreed to seek first mediation as a solution for any disputes.

If all parties to the dispute in question attend mediation and are unsuccessful in reaching a mutually agreeable resolution, then all parties agree to attend legally binding arbitration. In this case, the arbitrator shall be mutually agreed upon by all parties and be experienced in corporate law and shall include a written record of the arbitration hearing.

## Covenant of Non-Competition.

For a period including the term of membership of the Corporation, and a further \_\_\_\_\_ from the last day of membership of this Corporation, Members, Shareholders, Directors, Officers, and Agents will not directly or indirectly engage in any business which competes with the Corporation. This covenant applies to a geographical area of \_\_\_\_\_, and a market including transactions which may occur \_\_\_\_\_ . Such Members, Shareholders, Directors, Officers, and Agents will not indirectly or directly solicit any business to customers with the same or similar products or services which are currently provided, or which are provided by during the period stated above by the Corporation.

Parties acknowledge that it is a material breach of these Bylaws to (a) Be employed or otherwise interested in, either direct or indirect, to a business similar to that conducted by the Corporation, and (b) to Compete with the Corporation.

Trade Secrets are assets of the Corporation. Unless written consent of All Shareholders is obtained for the disclosure of such secrets, the disclosure of these Trade Secrets is a material breach of these Bylaws. Trade secrets include but are not limited to: Technical specifications, contacts of customers and clients, internal Corporation matters, and proprietary processes, research, communications, or intellectual property. The general prohibition of disclosure of such Trade Secrets is perpetual in term.

## General Corporate matters

### Authorized signatories for checks

The board of directors will appoint by resolution a responsible party that may be authorized to issue checks or other financial vehicles which serve as evidence of a debt, in the name of the corporation, or if filled, by default, the following roles or persons will be given this authority of authorization of signature for checks: \_\_\_\_\_

### Contract Execution

The board of directors may authorize an agent to enter into any contract or execute any legal proceeding, instrument, or vehicle, in the name of or on behalf of the Corporation, except if precluded by law or in these bylaws.

### Certificates

A certificate for corporate capital stock shall be issued to shareholders that pay in full the consideration stipulated for the shares. Certificates are valid if signed by the name of the corporation, by the president and either treasurer or secretary at the time of issuance of the share. If certificates are lost, no new certificates will be issued to replace the old certificates, except in the case that the board of directors authorizes the special re-issuance of certificates, subject to additional provisions as the board requires. In general, certificates will not be replaced, and the board may not replace them if lost, stolen, or destroyed.

## Amendments

These bylaws may be amended in accordance with the Governing Law of the Primary place of Business of the Corporation, and in accordance with these bylaws and the articles of incorporation. Unless prohibited, these bylaws may be amended or replaced, and new bylaws adopted by decision of a quorum. Specific conditions apply as follows:

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## Certification

The holder of the role of Secretary, at the point in time of the adoption date, the \_\_\_\_\_ th/rd day of \_\_\_\_\_, 20 \_\_\_\_\_, of the Corporation \_\_\_\_\_, Inc, hereby certifies that the foregoing copy of the Bylaws of the Corporation are the exclusive, current, correct and authoritative Bylaws, Adopted by the Board of Directors of the Corporation.

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Signature

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\_\_\_\_\_, Secretary  
Printed Name