**STANDARD CORPORATE BYLAWS**

**OF**

**[NAME OF CORPORATION]**

**I. INCORPORATION**.

 It is acknowledged that;

Name of Corporation; [NAME OF CORPORATION] ("Corporation")

is a duly organized corporation with the right to conduct business in the State of [STATE OF FORMATION] ("State of Formation"), in accordance with its articles of incorporation or other similar registered documents.

**II. STATE LAW**.

The Statutes, which apply to the Corporation's governance except as otherwise provided herein, are the applicable laws of the State of Formation, under which the Corporation was formed.

**III. PURPOSE**.

The Corporation was established with the intention of engaging in any legal activity for which corporations may be formed.

**IV. ANNUAL MEETING**.

Meetings of Shareholders shall be held at the Corporation's principal office or at such other location as the Board of Directors of the Corporation may from time to time determine. The annual meeting's purpose includes choosing the board of directors and officers, as well as making any other corporate or business-related decisions.

Within 13 months of the most recent annual meeting or the date the Corporation was first established, an annual meeting must be held. Any shareholder or director may request that an annual meeting be held within [# OF DAYS] days after proper notice has been given if one has not been called within that period of time.

**V. SPECIAL MEETINGS**.

Special Shareholder meetings may be called by any of the following unless prohibited by law: (select all that apply)

* The president (or CEO).
* [%] of the Board of Directors
* [%] of the Shareholders.
* Other [OTHER]

The Board of Directors must choose the date, time, and location of a special meeting within [# of days] days of the meeting's call.

**VI. PLACE OF MEETINGS**.

The Board of Directors will decide when annual and special meetings will take place. Such meetings must by default be held at the corporation's main office. Any meeting of the Corporation is open to shareholders of all classes and series.

Attendees of such meetings may include: (select all that apply)

* In person at the Corporation's headquarters.
* By means of remote communication, the particular technique being chosen by the Board of Directors.
* Other. [OTHER]

Each attending Shareholder shall have the option to participate via any means of communication, cast a vote on business matters, and express their agreement or disagreement with any actionable item.

**VII. DISSOLUTION**.

The Corporation may only be dissolved in the following circumstances: (mark all that apply)

☐ [#]% of the Board of Directors votes.

☐ [#]% of shareholders vote.

☐ Other. [OTHER]

**VIII. NOTICE OF MEETINGS**.

Shareholders shall be notified in writing before any meeting that they can vote on any actionable item and/or offer their consent or dissent. The time, location, remote access information (if available), and, in the case of a special meeting, the purpose or purposes for calling the meeting, must all be included in the written notice. Unless otherwise specified by law, written notice of any meeting must be given no later than ten (10) days before the meeting date and no later than sixty (60) days in advance.

The following method(s) may be used to notify the Shareholders of any meeting: (check all that apply):

☐ E-Mail.

☐ Mailing Address via USPS (postage is covered by the Corporation).

☐ Fax.

☐ Hand-Delivered.

☐ Other. [OTHER]

**IX. QUORUM**.

A quorum, or the minimum number of people required to hold an annual or special meeting, shall consist of: (check all that apply)

☐ - [#]% of the Board of Directors being present.

☐ - [#]% of the Shareholders being present.

☐ - Other. [OTHER]

The attendees of the meeting may act and make decisions on behalf of the Corporation once the quorum requirements are satisfied.

**X. ACTIONS OF THE CORPORATION**.

Any actions taken on behalf of the Corporation must: (mark one)

☐ - Made with a Meeting **ONLY**. In accordance with these Bylaws, any action requiring or permitting a meeting must be taken at a meeting.

☐ - Can be Made **WITHOUT** a Meeting. The action that must or may be taken at any meeting, whether annual or special, may be taken without a meeting, without prior notice, and without a vote, if consent is in writing, describing the action that must be taken. This agreement shall be signed by holders of outstanding shares holding at least the minimum number of votes necessary for such action to be taken at a meeting attended by all shareholders entitled to vote.

**XI. CORPORATE SEAL**.

The Corporation shall: (select one)

☐ - **HAVE** a Corporate Seal. Upon approval of the Board of Directors, the corporate seal shall be adopted.

☐ - **NOT HAVE** a Corporate Seal.

**XII. EXECUTION OF DOCUMENTS**.

 The following individuals may sign any contracts, checks, drafts, money demands, notes, and other legal documents or rights of any kind on behalf of the Corporation: (check all that apply)

☐ - Board of Directors.

☐ - Chairperson.

☐ - President.

☐ - Treasurer.

☐ - Secretary.

☐ - Other. [OTHER]

**XIII. INDEMNIFICATION**.

Subject to any applicable laws, each Director and Officer of the Corporation shall: (check one)

☐ - **BE INDEMNIFIED** and held harmless by the Corporation to the fullest extent of the law. This includes, but is not limited to, anyone who is or was a Director, Officer, Agent, or Employee of the Corporation or a party to any action, suit, or proceeding. The Corporation is required to cover all reasonable costs, including legal fees, that are actually and unavoidably incurred in connection with the aforementioned action, suit, or proceeding. Despite the aforementioned, the Corporation shall not be liable for any judgment or other final determination if the acts were done in bad faith or as a result of fraud, dishonesty, or blatant and gross negligence.

☐ - **NOT BE INDEMNIFIED** or held harmless in any way by the Corporation.

**XIV. AMENDMENTS**.

Amendments to these Bylaws may be made by: (select all that apply):

☐ - [#]% vote of the Board of Directors.

☐ - [#]% vote of the Shareholders.

☐ - Other. [OTHER]

**XV. STOCK CERTIFICATES**.

The Corporation may offer the following stock shares: (select one)

☐ - **WITH CERTIFICATES**. The Corporation shall deliver to the Shareholders a written statement of the information required by law to be on the certificates within a reasonable period of time following the issuance or transfer of shares without certificates. A Shareholder may request certified stock certificates as provided by the Board of Directors by sending a written request to the Secretary.

☐ - **WITHOUT CERTIFICATES**. The Corporation shall deliver to the Shareholders a written statement of the information required by law to be on the certificates within a reasonable period of time following the issuance or transfer of shares without certificates.

**XVI. DIRECTORS**.

The Board of Directors, which is made up of [#] Directors, will be in charge of running the Corporation.

1. **Nomination:** The Board of Directors shall be elected by the Shareholders at the Annual Meeting by the vote of Shareholders holding of record in the aggregate at least a plurality of the Shares of the Corporation's Common Stock present in person or represented by proxy and entitled to vote at the Annual Meeting of Shareholders.Except for removal by the Shareholders or upon the resignation of the Director, each Director is appointed for a term of [#] years.
2. **Quorum.** A majority of the Board of Directors must be present to constitute a quorum.
3. **Regular Meetings**. The Board of Directors may establish a time and location for a meeting without prior notice by resolution following the annual meeting.
4. **Special Meetings**. Any Officer or Director of the Corporation has the authority to call special meetings. Such demand shall be in writing and delivered by United States Postal Service with at least five (5) days' notice.
5. **Remote Communication**. A Director or Directors may participate in Board or Board committee meetings through any communication, including a videoconference, as long as all participants can hear one another clearly at all times. Participation in this manner shall constitute presence in person at such meeting.
6. **Conflict of Interes**t. Having a conflict of interest shall not prevent a Director from voting in any matter that comes before a vote at a regular meeting, special meeting, or during any other corporate action.
7. **Board of Director Actions**. A quorum is required for the transaction of all business matters and is defined as a majority of the Board of Directors. Except where prohibited by law, the Articles of Incorporation, or these Bylaws, the majority of Directors present at any meeting at which a quorum is present shall be deemed to have acted on behalf of the entire Board of Directors. No matter how many shares of stock, if any, a Director may hold, they each only have one vote.
8. **Removal:** Any Director or the entire Board of Directors may be removed at any time and for any reason by a meeting of the shareholders who hold a majority of the voting stock of the corporation.
9. **Vacancies:** Unless specifically stated otherwise by law, any vacancy on the Board of Directors that results from an increase in the permitted number of Directors or from the death, withdrawal, removal, disqualification, inability to act, or resignation of a Director shall be filled by the majority of Directors then in office.The successor will complete the remaining time left on the predecessor's term. Any Director may resign at any time by providing the Board or the Secretary with written notice.
10. **Committees**. A committee or committees may be established by resolution of the Board of Directors, with a minimum of one Director serving on each committee. Each of these committees will function at the Board's discretion. Such committees and their members shall be subject to all provisions under the Statutes and these Bylaws regarding meetings, action without meetings, notice and waiver of notice, quorum, and voting requirements of the Board of Directors.
11. **Consent in Lieu of Meetings**. Any action that must or may be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting of the entire Board or committee, as applicable, if all members agree in writing to do so, and the writing or writings must be filed with the minutes of the Board or committee meetings.
12. **Compensation**. The compensation of Directors shall be determined by the Board of Directors. For each regular or special meeting of the Board, a fixed amount and travel expenses, as well as their participation on Board committees, may be covered.

**XVII. CONFLICT OF INTEREST**.

 Having a current or potential business, financial, or personal interest or holding an elected or appointed position that could hinder or might reasonably appear to hinder the exercise of independent, unbiased judgment in the discharge of one's duties to the corporation constitutes a conflict of interest for a director of the corporation. A conflict of interest will be considered to exist if the Director, a family member (defined as the Director's spouse, parent, siblings, children, or other close relative), or any organization in which the Director; or family member as defined, is an officer, Director, employee, trustee, or material stockholder, holds the business, financial, or personal interest; or is elected or appointed to the position. The Board of Directors will decide the case by a majority vote if the Director in question disputes the existence of a conflict of interest.

**XVIII. OFFICERS**.

The Corporation shall have a Chairperson, President, Secretary, and Treasurer, as well as any additional officers that the Board may from time to time name, such as one or more Vice Presidents and any other officers it deems appropriate. Each of these officers shall exercise the authority granted herein and carry out the obligations outlined therein, in addition to any additional responsibilities outlined from time to time by the Board of Directors. The officers of the Corporation shall be elected by the Board of Directors. The Board of Directors has the sole authority to grant each Chairperson, President, and/or Vice President any enumerated powers.

1. **Chairperson**. The Board of Directors and Shareholders' meetings shall be presided over by the Chairperson, who shall also have overall responsibility and authority for the management and operations of the Corporation. The Chairperson shall also see to it that all directives and resolutions of the Board of Directors and Shareholders are carried out.
2. **President**. The President will serve as the corporation's chief operating officer and have complete responsibility and authority for managing the day-to-day operations. The President will have all of the general management and oversight responsibilities typically assigned to the position of President of a corporation as well as serving as an ex-officio member of all committees.
3. **Treasurer**. The Treasurer will serve as the Corporation's chief financial officer and be in charge of the safekeeping of all corporate funds and securities. The Treasurer will also be responsible for maintaining complete and accurate records and accounts of receipts and disbursements in books owned by the Corporation, as well as keeping the Corporation's funds in a separate account in its name. At the regular Board meetings or whenever the Board so requests, the Treasurer shall present a report on all financial transactions and the Corporation's financial situation to the President and Directors.
4. **Secretary**. The Secretary shall attend all Board meetings and shareholder meetings, serve as clerk at all such meetings, record all votes of the Corporation and the minutes of all such proceedings in a book to be kept for that purpose, and when necessary, perform similar duties for all Board of Directors committees. The Secretary is responsible for providing notice of all shareholder and board of directors meetings, as well as any other tasks that may be assigned by the board of directors or president, who will also be the Secretary's immediate supervisor. The Secretary is responsible for keeping the Corporation's books, minutes, and seal in good order and is also authorized to attest to any documents/instruments that any other Corporation officer has signed.

The Corporation's officers are required to serve until either their earlier resignation or removal or until their chosen and qualified successors have taken over. Any officer or representative chosen or appointed by the Board may be dismissed at any time, with or without cause, by a majority vote of the Board of Directors. A majority vote of the Board of Directors must be required to fill any vacancy in an office that results from a death, resignation, removal, or other circumstance for the remaining portion of the term. The Board of Directors will set any and all compensation for Corporation officers.

**XIX. LIST OF SHAREHOLDERS**.

A complete list of the shareholders eligible to vote at the meeting, alphabetically arranged, with each shareholder's address and the number of shares they own, must be prepared and made by the corporation officer in charge of the stock ledger at least ten (10) days before any shareholder meeting. For a minimum of ten (10) days prior to the meeting, the list must be available for any Shareholder to review for any purpose pertinent to the meeting during regular business hours, either at a location that has been mutually agreed upon or where the meeting will be held. Additionally, the list must be created, kept on hand at the meeting's location and time for the duration of the event, and made available to shareholders in attendance for inspection.

**XX. CERTIFICATION**.

The original or a certified copy of these bylaws, in the form in which they have been amended or otherwise modified to date, shall be kept at the Corporation's principal executive office and shall be available for inspection by the Corporation's stockholders at all reasonable times during regular business hours.

These bylaws are hereby attested by the signature below as being an accurate and complete copy of the above-named Corporation, duly adopted by the initial Board of Directors on [DATE].

**SIGNATURES**

**By**: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ **Dat**e: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Name in Print:** \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

**Titl**e: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_