

Draft the Corporate Bylaws:

The bylaws of an organization should address specific issues that pertain to the governance and corporate structure. The organization should append the bylaws to the Form 1023 needed when filing for tax-exempt status.

It is important that the bylaws be tailored to the needs of the organization while including the general provisions needed to operate within the legal parameters of the state. Each organization is unique and may require different provisions stated in their bylaws.

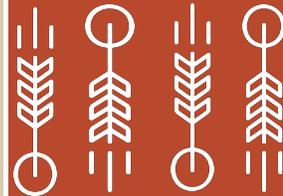
The ultimate goal for the original bylaws is to have the important issues regarding the governance of the organization addressed while giving the organization the freedom to expand and personalize its bylaws in the future. It is important that an organization does not create bylaws that will inhibit the ability to carry out the mission of the organization. Below is a general list for basic guidance. If more help is needed, please contact the Oklahoma Center for Nonprofits or a nonprofit lawyer to assist in the preparation of your bylaws.

BYLAW PROVISIONS:

1. Purpose and Distributions: Principal Office and Other Offices	<ul style="list-style-type: none"> • Regular Meetings • Quorum 	6. Execution of Instruments
2. Members	<ul style="list-style-type: none"> • Adjournment 	<ul style="list-style-type: none"> • Contracts • Checks and Drafts
3. Directors	<ul style="list-style-type: none"> • Fees and Compensation • Action without Meeting • Etc. 	<ul style="list-style-type: none"> • Deposits; Bank Accounts • Loans
<ul style="list-style-type: none"> • Power and number of Directors (we suggest a range for number of directors) • Election Process • Term of Office • Vacancies • Resignations and removals • Place of Meetings 	4. Committees	7. Amendments
	<ul style="list-style-type: none"> • Executive • Governance 	8. Policies
	5. Officers	9. Liability and Indemnification of Directors and Officers
	<ul style="list-style-type: none"> • Secretary, Board Chair, Treasurer, President, Etc. 	

IMPORTANT POLICIES:

- Conflict of Interest
- Financial Policies and Procedures
- Fundraising
- Gift Acceptance
- Loan/Debt
- Nondiscrimination
- Lobbying/Advocacy
- Media
- Investment
- Record Retention/ Destruction (Sarbanes-Oxley)
- Whistleblower (Sarbanes-Oxley)



ABOUT BYLAWS:

- Bylaws are subordinate to the articles of incorporation, and if there is a conflict, the articles will always take precedence.
- Bylaws contain the primary governance details of the organization and essentially form a contract between the corporation and its directors and officers.