

# By-Laws Template



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# BYLAWS OF [ORGANIZATION LEGAL NAME]

A [State of Incorporation] Nonprofit Corporation

## Article I – Name and Purpose

Name. The name of the organization is [Legal Name of Organization], hereinafter referred to as “the Organization.”

Purpose. The Organization is organized exclusively for charitable, religious, educational, scientific, and/or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Specifically, the Organization is organized to [insert specific purpose(s), e.g.:

“provide educational programming and professional development for educators,” “offer faith-based community services and youth programs,” “support low-income families through housing and resource assistance”].

The Organization shall not engage in activities not permitted by a corporation exempt under Section 501(c)(3) or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

## Article II – Offices

The principal office of the Organization shall be located at [Street Address, City, State, ZIP].

The Organization may have additional offices at such places as the Board of Directors may determine.

## **Article III – Membership**

The Organization shall have no members. All powers of governance shall reside with the Board of Directors.

## **Article IV – Board of Directors**

General Powers. The business and affairs of the Organization shall be managed by or under the direction of the Board of Directors.

Number. The Board shall consist of no fewer than three (3) and no more than **[e.g., fifteen (15)]** directors.

Qualifications. Directors shall be individuals of good character who support the mission of the Organization.

Election and Term. Directors shall be elected by the existing Board and serve **[e.g., three (3)]**-year terms, renewable by vote.

Removal. Any director may be removed with or without cause by a two-thirds (2/3) vote of the remaining directors.

Vacancies. Vacancies shall be filled by majority vote of the remaining directors.

Compensation. Directors shall serve without compensation, except for reasonable reimbursement of expenses.

## **Article V – Meetings of the Board**

Annual Meeting. An annual meeting shall be held each year at a time and place determined by the Board.

Regular Meetings. The Board shall meet at least **[e.g., quarterly, monthly, semi-annually]**.

Special Meetings. May be called by the President or by any two directors.

Quorum. A majority of the directors then in office shall constitute a quorum.

Voting. Each director shall have one vote. Actions require a majority vote unless otherwise stated.

Remote Participation. Meetings may be conducted via conference call or electronic means.

## **Article VI – Officers**

Positions. The officers shall be President, Secretary, Treasurer, and such other officers as the Board may appoint.

Election. Officers shall be elected [**e.g. annually, each term**] by the Board.

Duties.

President: Chief executive officer, presides at meetings.

Secretary: Keeps minutes, maintains records.

Treasurer: Oversees finances, presents reports.

Removal. Any officer may be removed by majority vote of the Board.

## **Article VII – Committees**

The Board may establish standing or special committees as needed (e.g., Finance, Governance, Program).

Committees shall report to the Board.

## **Article VIII – Conflict of Interest**

The Organization shall adopt and maintain a written Conflict of Interest Policy consistent with IRS requirements.

Directors and officers shall disclose any potential conflicts and recuse themselves from related votes.

## **Article IX – Fiscal Year**

The fiscal year shall be January 1 through December 31 (or other period determined by the Board).

## **Article X – Amendments**

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting, provided notice of the proposed amendment is given at least seven (7) days prior.

## **Article XI – Dissolution**

Upon dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office is located, exclusively for such purposes.

Adopted by the Board of Directors

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

Signed: \_\_\_\_\_ (President)

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

Signed: \_\_\_\_\_ (Treasurer)

## Instructions

### Important Notes Before Using:

- This is a starting template — not legal advice. You must customize it to fit your organization’s specific mission, state laws, and any religious or educational requirements.
- Have it reviewed by an attorney or qualified nonprofit professional.
- Include this document as an attachment when filing Form 1023 (Part II, Organizational Structure).
- Keep the language clear, concise, and consistent with your Articles of Incorporation.

### Customization Checklist for the User

- Replace all bracketed **[text]** with your organization’s specific information.
- Adjust numbers (board size, term length, meeting frequency) to match your needs and state law.
- If the organization is a church or faith-based, consider adding language about religious purposes and any special governance provisions.
- If the organization is a school, ensure alignment with any accreditation or state education requirements.
- Add any state-specific clauses required by your state’s nonprofit corporation act.

If you need more targeted support, we’re happy to help. Reach out to us at [info@timetospringforward.org](mailto:info@timetospringforward.org).