

Congratulations!

is now formed and you are now permitted to do business!

State of formation: _____ Formation date: _____

As part of the incorporation process we have placed the official state documents in your account. This will show you are registered to do business in your state. Also included are the Initial Resolutions which release all power to the directors and show the incorporation details of your company. Bylaws are also included which provides a guideline on how your corporation will operate. Other documents such as banking resolutions are included as well which will evidence who has stake in the corporation and who has authority to sign on behalf of the company. If you are opening a business bank account the bank may want to see all of these documents so it is a good to print them out and take them with you.

The documents placed in your online account are always available to view. In addition to the Documents section you may always add additional services under the Services tab should you need our assistance with further state registrations, ongoing state compliance and registered agent services.

Thank you for letting us help form your corporation. The best part of our job is meeting different people from various business backgrounds and helping them launch their companies. Please do not hesitate to contact us further should have any questions regarding your company or our services.

Thanks,

Filings Team

INCORPORATOR INITIAL RESOLUTIONS

I, _____, of _____, being the Incorporator of _____, a _____ corporation, hereby resolve to relinquish signing authority to the newly appointed officers and directors and adopt the following resolutions:

1. **Resolved**, that the following named director(s) of the corporation are hereby appointed and directed to serve until the first annual meeting of directors, and/or until their successors are elected and appointed, or they are re-elected at their annual meeting.

Director: _____

Director: _____

Director: _____

Director: _____

2. **Resolved**, that _____ was incorporated in _____ on _____ with assigned filing number _____.

3. **Resolved**, that the copy of the Articles of Incorporation of the above named corporation is complete, and be inserted into the official corporate record book.

4. **Resolved**, that the bylaws be adopted as the bylaws for the corporation, and be inserted into the minute book of the corporation record book.



**BYLAWS of
a Not for Profit Corporation**

ARTICLE 1

Organization Name

1.1 – Name: The name of the organization is _____ .
This is a nonprofit organization incorporated under the laws of the State of _____ and in
compliance with the Internal Revenue Code.

ARTICLE 2

Purpose

2.1 – Purpose: _____ is organized exclusively for the purpose and
goals of _____

This purpose meets all the IRS standards for seeking 501) (c)(3) tax exempt status.

ARTICLE 3

Members

3.1 – Membership: The organization has no members except its board of directors.

ARTICLE 4

Board of Directors

4.1 – Numbers and Powers: The board is responsible for the overall policy and direction of the association and may delegate responsibility for daily operations to the staff and committees. The board may have up to ____, but no less than ____ members.

4.2 – Compensation: The board receives no compensation other than reasonable expenses.

4.3 – Terms: All board members will serve 2 year terms and are eligible for re-election for up to five consecutive terms.

4.4 – Meetings and Notice: The board must meet at least once each quarter at an agreed upon time and location. An official board meeting requires that each board member receive written notice at least two weeks in advance.

4.5 – Board Elections: Directors must be elected during a properly called regular meeting of the directors, annually, during the last quarter of the corporation's fiscal year. During the election meeting, the board of directors must elect directors to replace any whose terms expire at the end of the fiscal year.

4.6 – Election Procedures: New directors must be elected by a majority of directors present at a meeting where a quorum is present. Directors serve a term beginning on the first day of the next fiscal year.

4.7 – Quorum: In order to transact business and pass motions, _____ percent of the board of directors must be present at a meeting.

4.8 – Officers and Duties: The board consists of the president, vice-president, secretary, treasurer and other officers as the board may resolve. Officers must conduct all duties typical to their office or required by law, the articles of incorporation, or these bylaws. Officers must also perform any other duties assigned to them at the discretion of the board of directors.

The officer's duties are as follows:

The president presides at all regularly scheduled board meetings or may arrange for other members of the executive committee to preside at meetings in the following order: vice-chair, secretary, treasurer.

The vice-president chairs committees on special subjects as designated by the board.

The secretary must keep records of board actions, including taking minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and maintaining corporate records.

The treasurer must keep and maintain an accurate accounting of the organization's assets, properties, and transactions. The treasurer must make a report at each board meeting. The treasurer is the finance committee chair, assists in the preparation of the budget, develops fundraising plans, and makes financial information available to board members and the public.

4.9 – Vacancies: The secretary must receive any nominations from present board members to fill mid-term vacancies at least two weeks prior to a board meeting. The secretary will send these nominations to all board members with the regular board meeting announcement, to be voted upon at the next board meeting. Mid-term vacancies will be filled only until the end of the exiting board member's term.

4.10 – Resignation: Board members may resign by filing a written resignation with the secretary.

4.11 – Termination and Absences: A board member may be terminated from the board due to excess absences or more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

4.12 – Special Meetings: Special meetings of the board may be called at the request of the chair or one third of the board. Notices of the time and place of any special meetings must be sent out by the secretary to each board member at least two weeks in advance.

4.13 – Telephone or Video Meetings: The board of directors may hold a meeting through a conference telephone, video screen, or other electronic transmission in compliance with these bylaws so long as:

Each director participating in the meeting can hear and communicate with the other directors; and

Each director is provided with the means of participating in all matters before the board, including the capacity to propose or interpose an objection to a specific action to be taken by the corporation.

Participation in a meeting pursuant to this section constitutes presence, in person, at the meeting.

ARTICLE 5

Committees

5.1 – Committee Formation: The board may create committees as needed to fulfill its functions, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

5.2 – Executive Committee: The officers are the members of the executive committee. Except for the power to amend the articles of incorporation and bylaws, the executive committee has the powers and authority of the board of directors and is subject to the direction and control of the full board. The board must meet as needed to fulfill any tasks or duties assigned by the board.

5.3 – Finance Committee: The treasurer chairs the finance committee, which includes three other board members. The finance committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Major changes to the budget must be approved by the board or the executive committee. The organization’s fiscal year is the calendar year. The finance committee must submit annual reports to the board showing income, expenses, and pending income. The organization’s financial records are public information and must be made available to board members and the public.

ARTICLE 6

Director and Staff

6.1 – Executive Director: The board may hire an executive director. The executive director is responsible for the organization’s daily activities, including carrying out the organization’s goals and policies. The executive director must attend all board meetings, report on the organization’s progress, answer board member questions, and carry out the duties described in the job description. The board may designate other duties as necessary.

ARTICLE 7

Amendments

7.1 – Amendment of Articles of Incorporation: The board may amend the articles of incorporation at any special or regular meeting. Each director must be notified of the proposed amendment, in writing, at least three days before the meeting. Any amendment to the articles of incorporation requires the affirmative vote of a majority of directors in office at the time.

7.2 – Amendment of Bylaws: A two-thirds majority of the board of directors may amend these bylaws at any regular or special meeting. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

ARTICLE 8

Listing of Board of Directors

The following individuals shall be listed as Board of Directors:

_____ (Name)

_____ (Address)

_____ (Address)

_____ (Name)

_____ (Address)

_____ (Address)

_____ (Name)

_____ (Address)

_____ (Address)

_____ (Name)

_____ (Address)

_____ (Address)

_____ (Name)

_____ (Address)

_____ (Address)

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on Date.

Secretary

Date

Nonprofit Corporate Resolution to Open a Bank Account

Account _____
Holder: _____
Address: _____

Bank: _____
Address: _____

Acct #:

As the director of the Nonprofit Corporation named above, I certify that the corporation has been organized within the bounds of state law as a for-profit corporation with its principal office located at:

_____.

I further attest that at the initial meeting of corporation's board of directors held on _____, a quorum was present and voting and adopted the following resolutions:

Resolved, that the financial institution named above is designated as a depository for the funds of this corporation, which may be withdrawn on checks, drafts, advices of debit, notes, or other orders for payments bearing any officer or authorized employee of this corporation.

Further Resolved, that the financial institution will accept and pay on, without further inquiry, any checks or debits drawn against any of the corporation's accounts. The checks or debits will be honored by the financial institution whether the item has been drawn or endorsed to the order of any authorized officer or employee signing; tendered by the authorized director or employee for the purpose of cashing or payment; or for deposit to the director's or employee's personal account. The financial institution will not be required to inquire as to the use of any check or debit signed in accordance with the resolutions contained herein.

Further Resolved, that the directors or authorized employees may execute other agreements, including, but not limited to, special depository agreements, and arrangements concerning the manner, condition, and/or purposes for which funds, checks, debits, or items of the corporation may be deposited, collected, or withdrawn, as long as these other agreements are not contrary to the provisions contained in this resolution.

Further Resolved, that the power granted to the corporation's directors or authorized employees will remain in full force and effect until written notice has been delivered and received by the financial

institution at each location where an account is maintained. The financial institution will be indemnified and held harmless from any losses suffered or liabilities incurred by continuing to act in accordance with this resolution.