

NONPROFIT CORPORATE BYLAWS

A [STATE] Nonprofit Corporation

Effective Date:

These Bylaws (these "Bylaws") govern the internal affairs of [CORPORATION NAME] (the "Corporation"), a nonprofit corporation organized and existing under the nonprofit-corporation laws of the State of [STATE] and intended to qualify as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), as a public charity.

Article I — Name, Offices, Purpose

Section 1.1 Name. The name of the Corporation is [CORPORATION NAME].

Section 1.2 Principal Office; Registered Agent. The principal office is at [PRINCIPAL OFFICE]. The registered agent in the State of [STATE] is [REGISTERED AGENT NAME] at [REGISTERED AGENT ADDRESS IN STATE OF].

Section 1.3 Nonprofit Status. The Corporation is organized as a nonprofit corporation under the laws of the State of [STATE] and is not organized for the private gain of any person.

Section 1.4 Specific Purpose. The specific purpose of the Corporation is:

| *[CHARITABLE EXEMPT PURPOSE]*

Section 1.5 Restrictions on Activities — Private Inurement and Private Benefit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members (if any), or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1.4. The Corporation shall not engage in any transaction that results in impermissible private benefit to any individual or non-charitable entity.

Section 1.6 Political and Legislative Activities (501(c)(3)). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Code §501(h) if an election under that section is made), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Article II — Members

Section 2.1 No Members. The Corporation shall have no members within the meaning of the applicable state nonprofit corporation statute. All rights that would otherwise vest in members (including the election

of directors and the approval of fundamental transactions) shall be exercised by the Board of Directors, which shall be self-perpetuating.

Article III — Board of Directors

Section 3.1 Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board.

Section 3.2 Number. The Board shall have not fewer than **1** nor more than **9** directors.

Section 3.3 Election. Directors shall be elected by the Board itself, on a self-perpetuating basis, at the annual meeting of the Board.

Section 3.4 Term. Directors shall serve such terms as the Board determines, not to exceed the maximum permitted by the nonprofit-corporation statute of the State of [STATE].

Section 3.5 Fiduciary Duties. Each director shall discharge the duties of a director in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the Corporation and its charitable or exempt purposes. Directors owe duties of care, loyalty, and obedience to the Corporation's exempt purpose.

Section 3.6 No Compensation for Service as Director. Directors shall serve without compensation for their service as directors, except that the Corporation may reimburse directors for reasonable expenses incurred in the performance of their duties and may compensate a director for non-director services rendered to the Corporation, provided that any such compensation is approved by a majority of disinterested directors, is reasonable in amount, and complies with the conflict-of-interest procedures and with the IRS excess-benefit-transaction rules under Code §4958.

Section 3.7 Special Meetings; Notice. 2 days notice.

Section 3.8 Quorum; Vote. 50% of directors then in office.

Section 3.9 Action Without a Meeting. Unanimous written consent.

Section 3.10 Remote Meetings.

Article IV — Conflict of Interest Policy

Section 4.1 Purpose. To protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or key employee, or might result in a possible excess-benefit transaction under Code §4958.

Section 4.2 Definitions. An "Interested Person" is any director, officer, or member of a committee with board-delegated powers who has a direct or indirect Financial Interest. A "Financial Interest" exists when a person (or a family member, or an entity in which the person has an ownership, investment, or compensation arrangement) has an actual or potential interest in any transaction or arrangement with the Corporation.

Section 4.3 Disclosure and Procedures. An Interested Person must disclose the existence and nature of the Financial Interest and all material facts to the directors and members of committees with governing-board-delegated powers considering the proposed transaction. After disclosure, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction. The remaining board or committee members shall determine, by majority vote of disinterested directors, whether a conflict of interest exists. If a conflict exists, the board or committee shall: (a) consider alternative transactions that would not give rise to a conflict; (b) determine whether the proposed transaction is in the Corporation's best interest, for its own benefit, and is fair and reasonable; and (c) approve or reject the transaction by majority vote of disinterested directors. The minutes shall record the disclosure, the determination, and the vote.

Section 4.4 Annual Statements. Each director, officer, and member of a committee with board-delegated powers shall annually sign a statement affirming that the person has received, has read, and agrees to comply with this policy and understands that the Corporation is a tax-exempt organization.

Section 4.5 Periodic Reviews. Periodic reviews shall confirm that compensation and benefit arrangements are reasonable, are based on competent survey information, and are the result of arm's-length bargaining; and that partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies and do not result in inurement, impermissible private benefit, or in an excess-benefit transaction.

Article V — Officers

Section 5.1 Officer Positions. The officers shall include President, Vice President, Secretary, Treasurer.

Section 5.2 Duties. The President shall preside at meetings and provide general supervision. The Secretary shall keep the records, including the minutes of meetings of the Board . The Treasurer shall have custody of funds and ensure timely Form 990 filings.

Section 5.3 Reasonable Compensation. Officer compensation shall be reasonable, based on comparability data, and approved in advance by a body of independent persons (consistent with the rebuttable presumption of reasonableness under Treas. Reg. §53.4958-6).

Article VI — Committees

Section 6.1 Committees. The Board may establish standing or ad hoc committees, including (a) an Executive Committee, (b) an Audit Committee, (c) a Finance Committee, (d) a Governance/Nominating Committee, and (e) a Development Committee. Each committee shall act pursuant to a written charter approved by the Board.

Article VII — Indemnification

Section 7.1 Indemnification. The Corporation shall indemnify directors, officers, employees, and agents to the fullest extent permitted by the nonprofit-corporation laws of the State of [STATE].

Section 7.2 Advancement of Expenses. Section 7.3 D&O Insurance.

Article VIII — Books, Records, Fiscal Year, IRS Compliance

Section 8.1 Required Records. The Corporation shall maintain: (a) Articles and Bylaws; (b) minutes of Board meetings and written consents; (c) names and addresses of directors and officers; (d) IRS determination letter; (e) Form 1023 or 1024 application for exemption (available for public inspection under Code §6104); (f) the three most recent Forms 990, 990-EZ, 990-PF, or 990-N, as applicable; (g) state charitable-solicitation registrations; and (h) records sufficient to substantiate restricted gifts and donor-imposed conditions.

Section 8.2 Public Inspection. The Corporation shall make available for public inspection, in accordance with Code §6104 and Treasury Regulations thereunder, its application for recognition of exemption, its determination letter, and its three most recent annual information returns, and shall provide copies upon request.

Section 8.3 Annual Filings. The Treasurer shall cause the Corporation to timely file (a) all required federal Forms 990, 990-EZ, 990-PF, or 990-N; (b) any required state annual nonprofit and charitable-solicitation reports; and (c) Form 990-T if the Corporation has unrelated business taxable income under Code §§511–514.

Section 8.4 Fiscal Year. Ends on December 31.

Article IX — Dissolution

Section 9.1 Dissolution; Distribution of Assets. Upon the dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to [DISSOLUTION ASSET RECIPIENT TYPE DESCRIPTION].

In no event shall any such distribution be made to any private individual or to any organization that is not then qualified as exempt under Code §501(c)(3). Any assets not so distributed shall be disposed of by a

court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as the court shall determine, which are organized and operated exclusively for purposes described in Code §501(c)(3).

Article X — Amendment; General Provisions

Section 10.1 Amendment. These Bylaws may be amended by a majority vote of the directors then in office, provided that no amendment shall (a) authorize the Corporation to engage in activities prohibited by the Code provisions applicable to its tax-exempt status, or (b) modify the dissolution provisions of Article IX in a manner inconsistent with such Code provisions.

Section 10.2 Governing Law. The laws of the State of [STATE] (including its nonprofit-corporation statute) and applicable federal tax law govern.

Section 10.3 Emergency Bylaws.

Section 10.4 Severability; ESIGN; Counterparts. Standard provisions apply.

Certification

The undersigned Secretary of [CORPORATION NAME], a nonprofit corporation, certifies that these Bylaws were adopted by the Board of Directors effective .

Secretary

PRINTED NAME

SIGNATURE

DATE

President

PRINTED NAME

SIGNATURE

DATE