

NAME OF ORGANIZATION

Model By-laws

DATE

Article 1: Organization

Section 1.1 Name of corporation

Section 1.2 Corporate seal

Section 1.3 Corporate offices

Article 2: Membership

Section 2.1 Membership

Membership in the Corporation shall be open to all who are interested in the purposes of the Corporation as set forth in the Articles of Incorporation. The Board of Directors may establish classes of membership and dues (or exemptions from dues) for each class, in its sole discretion.

Section 2.2 Classes of Membership

(You can decide whether to have one encompassing class of membership or to separate out classes, such as “individuals” or “groups.”)

All teacher members must be active members of the Suzuki Association of the Americas (SAA).

Article 3: Membership Meetings

Section 3.1 Annual Membership Meeting

The Annual Membership Meeting shall be held each year at a place and time determined by the Board of Directors.

Section 3.2 Other Meetings

Section 3.3 Special Meetings

Section 3.4 Notice of Meetings; Waiver of Notice

Section 3.5 Quorum

Section 3.6 Voting; Proxies

Section 3.7 Action by Members Without a Meeting

Section 3.8 Resolution

Article 4: Board of Directors

Section 4.1 Directors

a. *The Corporation shall be governed by a Board of Directors*

b. Number

c. Term; Term Limits

d. Qualification

Section 4.2 Quorum and Manner of Action

Section 4.3 Regular Meetings

Section 4.4 Special Meetings

Section 4.5 Notice of Meeting; Waiver of Notice

Section 4.6 Resignation and Removal of Directors

Section 4.7 Compensation

Section 4.8 Elections and Vacancies

Model By-laws with suggested article headings and sections
SAA Requirements: required text in italics—*must* appear in your organization By-laws

Article 5: Committees

Article 6: Officers

Section 6.1 Number

Section 6.2 Election; Term of Office

Section 6.3 Resignation and Removal of Officers

Section 6.4 Vacancies

Section 6.5 President / Chair (decide which term you'd prefer to use)

Section 6.6 President-Elect / Chair – Elect (decide which term you'd prefer to use)

Section 6.7 Secretary

Section 6.8 Treasurer

Section 6.9 Executive Director (if you choose to have staff; if there is no staff you may choose to omit this and add it at a later date when appropriate)

Article 7: Amendments

Article 8: Fiscal Year

Section 8.1 Dissolution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the Suzuki Association of the Americas within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Model By-laws with suggested article headings and sections
SAA Requirements: required text in italics—*must* appear in your organization By-laws

Recommended Resources for writing corporate by-laws and managing nonprofits:

Hummel, Joan M. Starting and Running a Nonprofit Organization. Minneapolis; University of Minnesota Press, 2nd ed., 1996.

Allison, Michael. Strategic Planning for Nonprofit Organizations. Hoboken; John Wiley and Sons, 2nd ed., 2003.

Wolf, Thomas. Managing a Nonprofit Organization in the Twenty-First Century. New York; Fireside, 3rd ed., 1999.

IMPORTANT:

This sample is meant to be a guideline. Each state may have its own requirements so check with your Secretary of State office, other state government office, and/or legal counsel. The phrases in *italics* are required verbiage by the SAA.