

Appendix I: Samples of Articles of Incorporation, Bylaws, and Mission Statement

Sample Articles of Incorporation

ARTICLES OF INCORPORATION of YOUR ORGANIZATION, INC.

TO: STATE CORPORATION COMMISSION:

The undersigned natural person of the age of 21 years or more, acting as incorporator, adopts the following Articles of Incorporation pursuant to the State Nonstock Corporations Act:

FIRST: The name of the corporation is NAME, INC.

SECOND: The period of duration is perpetual.

THIRD: The corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. (All references to sections in these articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws.) Specifically, the corporation is organized to XXXXXXXXX. In pursuance of these purposes it shall have the powers to carry on any business or other activity which may be lawfully conducted by a corporation organized under the YOUR STATE Nonstock Corporations Act, whether or not related to the foregoing purposes, and to do all things necessary, proper and consistent with maintaining tax-exempt status under Section 501(c)(3).

FOURTH: The corporation may have one or more classes of members, the qualifications and rights, including voting rights, of which shall be designated in the bylaws.

FIFTH: The registered agent is NAME, who is a resident of the state of STATE and a director of the corporation, and the address of its initial registered office is ADDRESS, which is physically located in the county of COUNTY.

SIXTH: The number of directors constituting the initial Board of Directors is NUMBER, and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

INSERT NAMES AND ADDRESSES OF INITIAL BOARD MEMBERS

The members of the Board of Directors shall be those individuals elected, from time to time, in accordance with the Bylaws. Directors shall elect their successors.

SEVENTH: The internal affairs of the corporation shall be regulated by its Board of Directors as described in the Bylaws. Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3).

EIGHTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee, or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. No substantial amount of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles or of any bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws that then apply to this corporation.

NINTH: The name and address, including street and number, of the incorporator is:

NAME
ADDRESS

IN WITNESS THEREOF, I have hereunto set my hand and seal this _____ day of _____, 200X.

By: NAME, Incorporator

Sample Bylaws

BYLAWS OF _____

ARTICLE I—NAME, PURPOSE

Section 1: The name of the organization shall be _____

Section 2: The _____ is organized exclusively for charitable, scientific, and educational purposes, more specifically, to _____.

ARTICLE II—MEMBERSHIP

Section 1: Membership shall consist only of the members of the board of directors.

ARTICLE III—ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the board of directors, who shall also set the time and place.

Section 2: Special Meetings. The chair or the executive committee may call special meetings.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, not less than 10 days before the meeting.

ARTICLE IV—BOARD OF DIRECTORS

Section 1: Board Role, Size, and Compensation. The board is responsible for overall policy and direction of the center, and delegates responsibility for day-to-day operations to the center director and committees. The board shall have up to _____ and not fewer than _____ members. The board receives no compensation other than reasonable expenses.

Section 2: Meetings. The board shall meet at least _____, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All board members shall serve _____ year terms but are eligible for reelection.

Section 5: Quorum. A quorum must be attended by at least _____ percent of the board members before business can be transacted or motions made or passed.

Section 6: Notice. An official board meeting requires that each board member have written notice 2 weeks in advance.

Section 7: Officers and Duties. There shall be five officers of the board consisting of a chair, vice chair, secretary, and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings and shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: vice chair, secretary, and treasurer.

The vice chair will chair committees on special subjects as designated by the board. The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8: Vacancies. When a vacancy on the board exists, the secretary may receive nominations for new members from present board members 2 weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9: Resignation, Termination, and Absences. Resignation from the board must be in writing and received by the secretary. A board member shall be dropped for excess absences from the board if s/he has three 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.

Section 10: Special Meetings. Special meetings of the board shall be called upon the request of the chair or one-third of the board. The secretary shall send out notices of special meetings to each board member postmarked 2 weeks in advance.

ARTICLE V—COMMITTEES

Section 1: The board may create committees as needed, such as fundraising, housing, etc. The board chair appoints all committee chairs.

Section 2: The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the board in the intervals between meetings of the board, subject to the direction and control of the board.

Section 3: Finance Committee. The treasurer is chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other board members. The board must approve the budget and all expenditures must be within the budget. The board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE VI—DISSOLUTION OR SALE OF ASSETS

A two-thirds vote of the membership shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation. Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

ARTICLE VII—AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

These Bylaws were approved at a meeting of the Board of Directors of _____ on _____ 200X.

Attest: _____.

Sample Mission Statements/Purposes

Sample 1

XXXXX Community Center is a 501(c)(3) human service agency providing emergency assistance, daycare, social services, and recreational activities for low-income children and families at risk in inner-city Town, State.

The purposes for which the corporation is organized are:

1. To enhance and sustain existing and emerging Neighborhood Networks centers and promote the establishment of new centers in communities in xxxxx.
2. To facilitate the exchange of resources, experience, curriculum development, and information among the centers and explore and develop funding opportunities for programs with an emphasis on digital opportunities, life-enhancing support services, technology, training, career planning, child and healthcare, language skills, and educational enhancement, and to serve as a community building tool in underserved communities.
3. To expend, invest, hold, grant, or disburse any surplus cash flow not required for the purposes set forth in paragraphs a and b, for any charitable or educational purpose.
4. To be operated exclusively for charitable or educational purposes as may qualify the corporation for exemption from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time ("Code").

Sample 2

The XXXX Council of Nonprofits was formed to increase public awareness of nonprofit activities; to support and conduct nonpartisan research, educational, and informational activities to increase public awareness of nonprofit activities; to provide research and information to foundations and corporate giving programs about the needs of organizations that serve or advocate for disadvantaged people; to research the contribution patterns of foundations and corporate giving programs; to sponsor reports, meetings, and workshops for nonprofits about how to obtain charitable contributions; to conduct research and education about funding of nonprofit organizations; to sponsor other services to strengthen the stability of the nonprofit sector; and to educate the public about the funding needs of organizations that provide services or advocacy for disadvantaged people.

Sample 3

Tenants Association Coalition of XXXX (TAC) is a grassroots, community-based organization serving families, single adults, disabled individuals, and senior renters in low-income buildings in XXXX. We seek to unify residents, facilitate communication, and establish partnerships with other community groups that share our common goals. TAC strives to improve living conditions, preserve affordable housing, and fight for the rights of tenants.