**SAMPLE BYLAWS**

*Attached is a sample bylaws of a hypothetical nonprofit called “Sanctuary, Inc.”  Please remember, however, that nonprofits are governed by the laws of the state in which the nonprofit is incorporated and those laws vary from state to state on things like committee composition and meeting and voting procedures. Thus, you should not use this template as a form to create your own nonprofit’s bylaws without first consulting a lawyer who is familiar with your state’s nonprofit laws. That said, this template should give you a general idea of the kinds of topics that are typically covered in nonprofit bylaws, again, subject to whatever your state’s laws might call for by way of details.*

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Generously prepared by Animal Defense Partnership.



**BY-LAWS**

**OF**

**SANCTUARY, INC.**

**ARTICLE I**

**Offices**

The principal office of the Corporation shall be in \_\_\_ County, State of \_\_\_. The Corporation may also have offices at such other places within the State of \_\_\_ as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE II**

**Board Of Directors**

Section 1. Powers and Duties. The Board of Directors shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein.

Section 2. Number. The number of Directors constituting the entire Board after the first annual meeting of the Board of Directors shall be not less than three nor more than nine. Subject to such minimum and maximum, the number of Directors may be increased or decreased from time to time, by resolution of the Board of Directors, but such action by the Board shall require an affirmative vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent Director. The number of Directors of the Corporation shall initially be one.

Section 3. Election and Term of Office. The initial Directors shall be the persons named in the Certificate of Incorporation and shall serve until the first annual meeting of the Board of Directors. The Directors shall hold office for a five-year term; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. To become a Director, a person shall be nominated by a Director and elected by a majority of the entire Board.

Section 4. Qualification for Directors. Each Director shall be at least 18 years of age.

Section 5. Removal. Any Director may be removed at any time with or without cause by an affirmative vote of two thirds (2/3) of the entire Board at a regular meeting or special meeting of the Board called for that purpose; provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office.

Section 6. Resignation. Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or the President. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 7. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by an affirmative vote of a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next annual meeting. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of any of the following:

(a) the death, resignation or removal of any Director;

(b) an increase in the authorized number of Directors by resolution of the Board; or

(c) the failure of the Directors, at any annual or other meeting of Directors at which any one or more Directors are to be elected, to elect the full authorized number of Directors to be voted for at that meeting.

Section 8. Meetings. Meetings of the Board may be held at any place within or without the State of \_\_\_ (including telephonically or by other electronic means) as the Board may from time to time fix. Regular meetings of the Board shall be held at least one time during the year at a time and place fixed by the Board. Special meetings of the Board shall be held whenever called by the President of the Board or any Director upon written demand of not less than one-third of the Board of Directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting. Meetings may be conducted telephonically or by other electronic means.

Section 9. Notice of Meetings. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Board and each special meeting of the Board (which notice shall, in the case of each annual and special meeting, be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken) shall be either (i) mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary at least three (3) days before the day on which the meeting is to be held); or (ii) sent via electronic transmission; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by telecopier, via electronic transmission or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto, at the beginning or promptly upon his or her arrival thereat, the lack of notice to him or her. No notice need be given of any adjourned meeting.

Section 10. Quorum and Voting. Unless a greater proportion is required by law or these bylaws, a majority of the directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 11. Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12. Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. Subject to the Corporation’s Conflicts of Interest policy, this shall not in any way limit reimbursement of or payment for services provided to the Corporation by the Director in any capacity separate from his or her responsibilities as a Director, provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board. The provisions of this section shall not in any way limit reimbursement of or payment for services provided to the Corporation by any organization in which a Director is affiliated.

**ARTICLE III**

**Officers, Employees And Agents**

Section 1. Number and Qualifications. The Officers of the Corporation shall include one or more Presidents, one or more Secretaries, one or more Treasurers and such other Officers, if any, including one or more Vice Presidents, as the Board of Directors may from time to time appoint. Two or more officers may occupy the same position. One person may hold more than one office in the Corporation, except the offices of President and Secretary, or the offices corresponding to those offices. The President(s), Secretary(s), Treasurer and Vice President(s), if any, shall be members of the Board of Directors. Other officers, if any, may, but need not, be members of the Board of Directors. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected for a two year term at the annual meeting of the Board of Directors, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. The Officers holding the office of President, Vice-President and Treasurer shall rotate offices with each new term of office.

Section 3. Employees and Other Agents. The Board of Directors may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board of Directors may from time to time determine. To the fullest extent allowed by law, the Board of Directors may delegate to any employee or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal. Any Officer of the Corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 6. President: Powers and Duties. The President shall preside at all meetings of the Board of Directors. The President shall have general supervision of the affairs of the Corporation and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President, and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 7. Vice-President: Powers and Duties. A Vice President shall have such powers and duties as may be assigned to him or her by the Board of Directors. In the absence of the President, the Vice President(s), in the order designated by the Board of Directors, shall perform the duties of the President.

Section 8. Secretary: Powers and Duties. The Secretary shall keep the minutes of the annual meeting and all meetings of the Board of Directors in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting, he or she shall render a report of the Corporation's accounts showing in appropriate detail: (a) the assets and liabilities of the Corporation as of a twelve-month fiscal period terminating not more than six months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period. Such report shall be filed with the minutes of the annual meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York that includes the information specified above. The Treasurer shall, at all reasonable times, exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, whenever required by the Board, render a statement of the Corporation's accounts, and perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

Section 10. Compensation. Any employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Board of Directors, and only when so authorized.

Section 11. Sureties and Bonds. In case the Board shall so require, any Officer or agent of the Corporation shall execute for the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including responsibility for negligence and for the accounting for all property or funds of the Corporation that may come into his or her hands.

**ARTICLE IV**

**Committees**

The Board, by resolution adopted by a majority of the entire Board, may establish and appoint standing committees with at least one Director on any such committee with such powers and duties as the Board may prescribe. Special committees and/or advisory boards may be appointed by the President of the Board of Directors with the consent of the Board and shall have only the powers specifically delegated to them by the Board. Any standing committee and any special committee or advisory board may include members who are not on the Board of Directors.

**ARTICLE V**

**Board Of Advisors**

Section 1. Powers. The Board may appoint from time to time any number of persons as advisors of the Corporation to act either singly or as a committee or committees. Each advisor shall hold office during the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine.

Section 2. No Compensation. No advisor to the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

**ARTICLE VI**

**Contracts, Checks, Bank Accounts And Investments**

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to write checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

**ARTICLE VII**

**Office And Books**

Section 1. Office. The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, and all minutes of meetings of the Board of Directors.

**ARTICLE VIII**

**Fiscal Year**

The fiscal year of the Corporation shall be determined by the Board of Directors.

**ARTICLE IX**

**Indemnification And Insurance**

Section 1. Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his, her, or testator or intestate was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

**ARTICLE X**

**Amendments**

These by-laws may be amended or repealed by the affirmative vote of a majority of the entire Board. Such action is authorized only at a duly called and held meeting of the Board for which notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth in these By-laws.

**ARTICLE XI**

**Non-Discrimination**

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

**ARTICLE XII**

**Reference To Certificate Of Incorporation**

References in these By-Laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.

Adopted on \_\_\_\_\_