

# CORPORATE BYLAWS TEMPLATE

## STATE OF CALIFORNIA

Company Name:

Registered Agent:

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### Article I – Offices

Section 1. Principal Office: The principal office of the corporation is located in the State of California at such place as the Board of Directors may from time to time determine.

### Article II – Shareholders

Section 1. Annual Meeting: The annual meeting of the shareholders shall be held each year at a time and place designated by the Board of Directors for the purpose of electing directors and transacting other business.

Section 2. Special Meetings: Special meetings of the shareholders may be called by the Board of Directors, the Chairman of the Board, the President, or shareholders holding not less than ten percent (10%) of all shares entitled to vote at the meeting.

### Article III – Board of Directors

Section 1. General Powers: The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

Section 2. Number, Tenure, and Qualifications: The number of directors shall be fixed by the Board of Directors but shall consist of no fewer than one (1) and no more than seven (7) members. Each director shall hold office until the next annual meeting and until a successor is elected and qualified.

Section 3. Regular Meetings: Regular meetings of the Board may be held without notice at such time and place as the Board may determine.

Section 4. Special Meetings: Special meetings may be called by the Chairman of the Board, the President, or any two directors.

### Article IV – Officers

Section 1. Officers: The officers of the corporation shall be a President, a Secretary, and a Treasurer. The Board of Directors may elect or appoint other officers as deemed necessary.

Section 2. Election and Term of Office: The officers shall be elected annually by the Board of Directors at the first meeting held after each annual meeting of the shareholders.

Section 3. Removal: Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served.

### Article V – Committees

The Board of Directors may establish committees consisting of one or more directors and delegate to such committees

any of the authority of the Board, except as prohibited by law.

**Article VI – Shares**

Section 1. Certificates: Shares of the corporation may be certificated or uncertificated as determined by the Board of Directors. Certificates shall be signed by the President or a Vice-President and the Secretary or an Assistant Secretary.

Section 2. Transfer of Shares: Transfers of shares shall be made on the books of the corporation only by the holder of record or by their legal representative, who shall furnish proper evidence of authority to transfer.

**Article VII – Dividends**

Dividends may be declared by the Board of Directors at any regular or special meeting and may be paid in cash, property, or shares of the corporation.

**Article VIII – Indemnification**

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the laws of the State of California.

**Article IX – Amendments**

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the Board of Directors or the shareholders at any regular or special meeting.

**Article X – Miscellaneous**

Section 1. Fiscal Year: The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Section 2. Seal: The corporation may have a corporate seal in the form approved by the Board of Directors.

Section 3. Waiver of Notice: Whenever any notice is required to be given to any shareholder or director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**SECRETARY'S SIGNATURE**

**PRESIDENT'S SIGNATURE**

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

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