

CORPORATE BYLAWS TEMPLATE NEW YORK

Company Name: _____

Registered Office: _____

ARTICLE I – OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located at the Registered Office specified above or at such other place as the Board of Directors may designate from time to time.

ARTICLE II – SHAREHOLDERS

Section 1. Annual Meeting.

An 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 as may properly come before the meeting.

Section 2. Special Meetings.

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

Section 3. Notice of Meetings.

Written or printed notice stating the place, day, and hour of the meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the meeting to each shareholder entitled to vote.

Section 4. Quorum.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of shares represented is the act of the shareholders.

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 and Qualification.

The number of directors shall be fixed by the Board but shall consist of not fewer than one (1) nor more than fifteen (15) directors. Directors need not be residents of New York or shareholders of the Corporation.

Section 3. Election and Term of Office.

Directors shall be elected at the annual meeting of shareholders and hold office until their successors are elected and qualified or until death, resignation, or removal.

Section 4. Regular Meetings.

Regular meetings of the Board may be held without notice at such times and places as the Board may determine.

Section 5. Special Meetings.

Special meetings of the Board may be called by or at the request of the President or any two directors, with at least two (2) days' notice.

Section 6. Quorum and Voting.

A majority of the number of directors fixed by the Board shall constitute a quorum for the transaction of business, and the act of the majority present at a meeting at which a quorum is present shall be the act of the Board.

Section 7. Removal and Vacancies.

Any director may be removed with or without cause by the shareholders. Vacancies on the Board may be filled by the remaining directors.

ARTICLE IV – OFFICERS

Section 1. Officers.

The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as the Board may designate.

Section 2. Election and Term.

Officers shall be elected by the Board of Directors and hold office until their successors are elected and qualified or until death, resignation, or removal.

Section 3. Removal.

Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served.

Section 4. President.

The President shall be the chief executive officer of the Corporation, preside at all meetings, and have general supervision of the business.

Section 5. Secretary.

The Secretary shall keep minutes of meetings, see that notices are given, and be custodian of corporate records.

Section 6. Treasurer.

The Treasurer shall have charge of and be responsible for all funds and securities of the Corporation and keep full and accurate accounts.

ARTICLE V – SHARES

Section 1. Certificates.

Shares of the Corporation shall be represented by certificates signed by the President or Vice President and the Secretary or an Assistant Secretary, bearing the corporate seal.

Section 2. Transfer of Shares.

Transfers of shares shall be made on the books of the Corporation upon surrender of the certificate properly endorsed.

ARTICLE VI – INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the fullest extent authorized by New York law.

ARTICLE VII – AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors or by the shareholders as provided by law.

PRESIDENT'S SIGNATURE

SECRETARY'S SIGNATURE

Signature: _____

Signature: _____

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