

# BYLAWS OF [COMPANY NAME]

## ARTICLE I – OFFICES

Section 1.1 – Registered Office. The registered office of the Corporation in the State of Delaware shall be located at such place as the Board of Directors may from time to time determine. The registered agent at such office shall be as designated in the Certificate of Incorporation or as thereafter changed.

## ARTICLE II – STOCKHOLDERS

### Section 2.1 – Annual Meeting

An annual meeting of the stockholders shall be held each year on such date and at such time and place as shall be designated by the Board of Directors for the purpose of electing directors and transacting such other business as may properly come before the meeting.

### Section 2.2 – Special Meetings

Special meetings of the stockholders may be called at any time by the President, the Board of Directors, or the holders of at least ten percent (10%) of all the shares entitled to vote at the meeting.

### Section 2.3 – Notice of Meetings

Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each stockholder of record entitled to vote at such meeting.

## ARTICLE III – DIRECTORS

### Section 3.1 – Powers

The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

### Section 3.2 – Number and Qualification

The number of directors of the Corporation shall be fixed by the Board of Directors but shall consist of not less than one (1) director.

### Section 3.3 – Election and Term of Office

Directors shall be elected at the annual meeting of stockholders and each director shall hold office until the next annual meeting and until his or her successor shall have been elected and qualified.

### Section 3.4 – Vacancies

Vacancies occurring in the Board of Directors may be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum, or by a sole remaining director.

## ARTICLE IV – OFFICERS

### Section 4.1 – Officers

The officers of the Corporation shall be chosen by the Board of Directors and shall include a President, a Secretary, and a Treasurer, and may include one or more Vice Presidents and such other officers as the Board may from time to time appoint.

### Section 4.2 – Powers and Duties

The officers of the Corporation shall have such powers and duties as generally pertain to their respective offices and as may be assigned by the Board of Directors.

## ARTICLE V – STOCK

### **Section 5.1 – Certificates**

Shares of the Corporation may be certificated or uncertificated, as determined by the Board of Directors. If certificated, certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary, shall be sealed with the corporate seal, and shall be consecutively numbered.

### **Section 5.2 – Transfer of Shares**

Transfers of shares shall be made only on the stock transfer books of the Corporation by the holder thereof or by such holder's legal representative, who shall furnish proper evidence of authority to transfer, or by such holder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation.

## ARTICLE VI – INDEMNIFICATION

To the fullest extent permitted by Delaware law, the Corporation shall indemnify and hold harmless its present and former directors, officers, employees, and agents against all expenses and liabilities reasonably incurred by or imposed upon them in connection with any proceeding to which they may be made a party by reason of their corporate status.

## ARTICLE VII – AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws adopted by the affirmative vote of a majority of the Board of Directors at any regular or special meeting, provided that notice of such proposed changes shall be given in the notice of such meeting.

## ARTICLE VIII – MISCELLANEOUS

### **Section 8.1 – Fiscal Year**

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

### **Section 8.2 – Corporate Seal**

The Corporation may have a corporate seal in such form as shall be approved from time to time by the Board of Directors.

### **Section 8.3 – Waiver of Notice**

Whenever any notice is required to be given to any stockholder or director under the provisions of law or these Bylaws, 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 deemed equivalent to the giving of such notice.

**SECRETARY'S CERTIFICATION**

**PRESIDENT'S APPROVAL**

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

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

Original source of this document:

<https://docs-business.com/delaware-bylaws-template/>

Did you find this template helpful?

Find more updated templates at:

<https://docs-business.com/>

[View more templates](#)

This template is intended exclusively for personal, non-commercial use.  
If distributed or published, the source must be mentioned.

This template is provided for guidance only and does not constitute legal advice.  
It is recommended to consult a legal professional for each specific case.