

Example of Corporate Bylaws

Bylaws of the [name of multi-state seismic safety advisory board] Preamble

The [name of multi-state seismic safety advisory board] shall manage and coordinate multi-state and interstate earthquake risk reduction activities in those states vulnerable to a major earthquake in the [geographic area/jurisdiction]. [Name of multi-state seismic safety advisory board] shall actively work with government and the private sector to facilitate effective efforts to reduce and manage earthquake risks.

Name of Corporation

1. This private not-for-profit corporation shall be known as the [name of multi-state seismic safety advisory board].

Seal

2. The corporate seal of the [name of multi-state seismic safety advisory board] shall have inscribed thereon the name of the corporation, the year of its creation, and the words "Incorporated, State of [name of state of incorporation]."

Members

3. Membership to this corporation shall consist of Regular and Associate members, defined as follows:

a. The Regular Members of the [name of multi-state seismic safety advisory board] shall be the states of [names of member states], and Regular membership in the [name of multi-state seismic safety advisory

board] shall be available to states for which corresponding prorated funds have been added to the annual [name of multi-state seismic safety advisory board] funding. The amount of the annual prorated funds will be calculated by dividing the annual base [name of multi-state seismic safety advisory board] funding provided by FEMA by [appropriate number of states].

b. Associate membership in the [name of multi-state seismic safety advisory board] shall be open to other states and institutions manifesting an interest in the purposes and objectives of the corporation.

c. The membership of the corporation may be expanded.

d. No membership certificates of the corporation shall be required.

e. The administrative head of any prospective state entity or private institution desiring to be considered for membership shall apply in writing to the Board of Directors specifying the type of membership requested. The board shall vote on admission of any new organization to the [name of multi-state seismic safety advisory board] at the next regular meeting and provide notice of the decision to the requesting entity.

Place of Business

4. The principal administrative office of the corporation shall be at [appropriate address]. The corporation

may have other offices in such other places as the Board of Directors shall designate from time to time.

5. The purpose of [name of multi-state seismic safety advisory board] shall be as set forth in its Articles of Incorporation as filed in the State of [name of state of incorporation].

Voting

6. a. A majority of the state representatives of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors is present at said meeting a majority of the state representatives adjourn the meeting to another time without further notice.

b. Board members may vote at meetings, either in person or by proxy. Such proxy may be extended to any person designated by the board member being represented. Such proxy will extend to the proxy party full authority, rights and privileges as specified by these bylaws for board members to the extent specified by the authorizing document. All proxy votes must be in writing and filed with the secretary-treasurer, or the Executive Director.

c. Each board member shall have one vote.

d. Neither an amendment to the Articles of Incorporation, nor the adoption of a plan for the dissolution of the corporation may be undertaken without the approval of two-thirds (2/3) of the state representatives of the board of directors.

Board of Directors

7. a. The Board of Directors shall consist of states possessing regular membership in the [name of multi-state seismic safety advisory board].

b. Sovereign state governments of the corporation shall have representation on the board of directors through the director of the appropriate state emergency management agency, or the equivalent agency.

c. In furtherance of, and not in limitation of, the general powers usually vested in the board of directors by virtue of their office, the powers expressly given by the laws of the State of [name of state of incorporation], the terms of the charter of this corporation, and elsewhere in these bylaws, the following specific powers are hereby conferred upon the Board of Directors:

(i) To take action as necessary to attain the goals and objectives of the [name of multi-state seismic safety advisory board].

(ii) To exclusively develop all policies and authorize all business transactions.

(iii) To maintain all policies and procedures established by the Board of Directors as an official record of Board activity in a policy and procedure manual which will be available for review during regular office hours at the principal administrative office of the corporation.

(iv) To pay, at its discretion, for any property or rights acquired by or services rendered to this corporation, either wholly or in part, in money, stocks, bonds, debentures, or other securities.

(v) To create, make and issue mortgage, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments and securities secured by mortgage or otherwise, and to do every act and thing necessary to effectuate the same.

(vi) To appoint, remove or suspend [name of multi-state seismic safety advisory board] staff or agents permanently or temporarily, determining their duties and responsibilities, to set their salaries and to require security bonds as needed.

(vii) To confer by resolution upon the Executive Director the power to make recommendations to the board concerning; the appointment, removal or suspension of subordinate officers or agents; the designation of their duties and responsibilities; and the establishment of their salaries.

(viii) To determine and approve a party who shall have the authority on behalf of the corporation to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

(ix) To delegate any of the powers of the board, in the course of the business of the corporation, to any standing or special committee or to any officer or agent of the corporation, and to appoint any person or persons to be agents of the corporation with such powers (including the power to sub-delegate) and upon such terms as it sees fit.

(x) To take action as necessary and reasonable to prohibit the board, any member or employee, acting in their official capacity from authorizing or permitting any business transaction which creates a conflict of interest or the appearance of impropriety by allowing any one person or business enterprise to exert improper influence over the board.

(xi) To establish the authority to accept services, gifts, grants or loans whenever the federal government or any agency or officer thereof or whenever any person, firm or corporation shall offer to this corporation services, equipment, supplies, materials, or funds by way

of gift or grant, for purposes of facilitating and fulfilling the goals and objectives of the corporation.

(xii) To take action as necessary and feasible to ensure that all gifts, grants, loans, gratuities, discounts, favors, hospitality or services authorized by the board do not create a conflict of interest or the appearance of impropriety for the board of any member thereof.

(xiii) To ensure that, not more than 50 percent of any federally provided [name of multi-state seismic safety advisory board] funds be reserved for [name of multi-state seismic safety advisory board], and that not more than 50 percent of said funds be utilized for indirect operations, the balance be reserved for funding such multi-state projects (MSP) as the Board may identify.

Officers of the Corporation

8. a. The officers of the corporation shall be the following:

(i) The chairman, the vice-chairman, the secretary-treasurer, and the executive director.

(ii) The chairman, the vice-chairman, the secretary-treasurer shall be elected by the Board of Directors.

(iii) The elected officials shall serve for one (1) year, commencing with the first day of January following the annual meeting, at which they were elected; or until their successors are elected and duly qualified. An officer is ineligible to hold more than one elected position.

(iv) The executive director shall be appointed by the Board of Directors.

b. The chairman shall preside at all [name of multi-state seismic safety advisory board] Board of Directors meetings and provide general supervision and direction to all

officers and Board of Directors of the corporation.

c. The vice-chairman shall perform the duties of the chairman in the event of disability or absence from the latter office.

d. The secretary-treasurer shall attend all sessions of the Board of Directors and all meetings of members, and act as clerk thereof, and record all votes and minutes; shall give, or cause to be given, notices of all meetings of the members and of the Board of Directors; shall perform such other duties as may be prescribed by the chairman; and, shall be sworn to the faithful discharge of their accurate accounts of receipts and disbursements in books belonging to the corporation and to the credit of the corporation; shall disburse funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers thereof, and render to the chairman and Board members at the regular meetings of the board, or whenever required, an accounting of all the transactions; and at the expense of the corporation, shall be furnished such bonds as the Board of Directors may require.

e. The executive director, the senior [name of multi-state seismic safety advisory board] staff member, shall have general and active management of the business of the corporation; shall execute bonds, mortgages, all contracts requiring a seal, and affix the corporation seal thereto in accordance with the authorization from the Board of Directors.

(i) The executive director of [name of multi-state seismic safety advisory board] shall be appointed by the Board of Directors and sit in an advisory capacity only as an ex officio member to the board.

(ii) The property of the corporations shall be managed by the executive director under the express direction

and supervision of the Board of Directors.

(iii) The executive director shall have the authority to purchase or otherwise acquire for the corporation any property, rights or privileges that have been specifically authorized to be acquired by the Board of Directors.

(iv) The executive director may be granted the authority to develop and appoint advisory committees to meet and fulfill the goals and objectives of the [name of multi-state seismic safety advisory board].

(v) The executive director shall submit a report of the operations of the corporation for the preceding fiscal year, January 1 to December 31, to the board at its first regular meeting thereafter.

(vi) The executive director shall be an advisory member of all standing committees.

(vii) The executive director shall make all necessary arrangements for the holding of meetings and shall have authority to make such reasonable expenditures for this purpose that are within the limits of funds available in the treasury of the corporation.

(viii) The executive director shall maintain all vital documents, including but not limited to all work products, fiscal records, administrative documents, contractual and developmental programs at the principal office.

(ix) The executive director, under the supervision of the secretary-treasurer, shall maintain accurate accounts of receipts and disbursements in books belonging to the corporation, and to the credit of the corporation in such depositories as may be designated the Board of Directors.

(x) The executive director, under the supervision of the secretary-treasurer, shall disburse the funds of the corporation as may be authorized by the Board of Directors, taking proper

vouchers thereof, and present to the Board of Directors at the regular meetings, or whenever required, an accounting of all transactions.

(xi) The executive director shall be furnished such bonds as the Board of Directors may require.

(xii) The executive director shall make recommendations to the board, for their final action, in respect to hiring, firing, salaries of staff members, and any other personnel action as may be designated by the Board.

Standing Committees

9. a. It is the intention of the board to establish standing committees to provide oversight and direction to the corporation as may be required.

b. The chairman with the approval of the board shall make appointments to such standing committees from the total membership, as may be deemed necessary for the proper operation and supervision of the corporation.

Meetings

10. a. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the board. Notice of the time and place of such meetings must be given to the members by the secretary-treasurer, or the office of the executive director, in writing, at least thirty (30) days prior to the date thereof.

b. All proposals and/or contracts requiring action by the board of Directors to expend moneys shall require notice of such activity and copies of said proposals and/or contracts be delivered to Board members in writing at least 15 days prior to the date of a scheduled meeting.

c. An annual meeting of the board of directors shall be conducted during the fourth quarter of each year. Notice of such meetings shall be transmitted to the members in the

same manner as provided in these bylaws for notice of amending the bylaws, the annual meeting shall be considered as a regular meeting.

d. Special meetings of the board of Directors of the corporation may be called by the chairman, or by three state representatives for such purpose or purposes as they deem advisable. Notice of such a called meeting shall be transmitted to the members in the same manner as provided in these bylaws for notice of the regular meetings of the board except that the notice shall state the purpose or purposes for which the meeting is called.

e. All meetings of the board members shall be conducted in accordance with *Robert's Rules of Order*.

Tenure of Office

11. In the event a vacancy occurs in the office of Chairman, vice-chairman, or secretary-treasurer the vacancy for the unexpired term shall be filled by majority vote of the Board of Directors within thirty (30) days of the vacancy. No officer shall be subject to removal, except for cause, nor shall their term of office be reduced during their tenure.

Compensation

12. a. The board shall not receive any stated salaries. By resolution of the Board of Directors, a fixed sum and expenses, if any, may be allowed for attendance at any regular or special meetings of the board. However, nothing herein contained shall preclude any director from serving the corporation in any other capacity and receiving compensation.

b. The Board of Directors shall adopt a policy in respect to benefits and leave which will apply to the entire [name of multi-state seismic safety advisory board] staff.

Resignations

13. A board member, as defined in Article 3, may resign their office at any time, provided such resignation is made in writing to the Board of Directors. Such resignation shall be effective upon deposit in the United States mail.

Inspection and Audit of Books and Accounts

14. a. The books, accounts, and records of the corporation shall be open to inspection by any member of the Board of Directors during regular office hours of the corporation. The original or a duplicate membership registry shall at all times be kept at the office of the corporation.

b. The books, accounts, records and substantive operations of the corporation shall be audited by an independent accounting organization after the close of each fiscal year, and the report shall be provided to the Board of Directors at their first regular meeting following the conclusion of said audit.

Notice and Waiver of Notice

15. Whenever, under the provisions of these bylaws, notice is required to be

given to any directors, officers, or members, it shall not be construed to be limited to personal notice, but such notice may be given by teletype, telecopier or in writing by depositing the same in the post office or letter box in a prepaid, sealed wrapper, addressed to such Director, officer or member at their address as the same appears on the books of the corporation, and the time when the same shall be mailed or dispatched by teletype or telecopier shall be deemed to be the time of the giving of such notice. Whenever any notice is required to be given under the provisions of these bylaws, a waiver thereof in writing, signed by the party or parties entitled to said notice, whether before or after the time stated herein, shall be deemed equivalent thereto.

16. A two-thirds majority vote of the Board of Directors shall be required to adopt or amend the bylaws provided notice of such proposed amendment has been given to each member at least thirty (30) days prior to a regular meeting at which the amendment is to be considered, providing that the proposed amendment is not inconsistent with the Articles of Incorporation.