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BYLAWS

OF

[CORPORATE NAME]

ARTICLE I - DIRECTORS

1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, which shall have all voting power including power to vote on electing, appointing or removing Directors.

2. Number of Directors. The Board of Directors shall consist of [NUMBER] individuals. The number of Directors may be changed by amendment of these bylaws but shall not be less than three.

3. Election of Directors. Directors shall be elected or appointed annually by the incumbent Directors of the Corporation.

[OPTION: _____ shall serve ex officio as a voting Director of the Corporation. All other Directors shall be elected or appointed annually by the incumbent Directors.]

[OPTION: Elected Directors shall be divided into three classes as nearly equal in number as possible. The initial term of the Directors constituting the first class shall be one year, ending at the annual meeting of the Board in 20__; the initial term of the Directors constituting the second class shall be two years, ending at the annual meeting of the Board in 20__; and the initial term of Directors

constituting the third class, as well as the subsequent terms of Directors in all classes, shall be three years.]

[OPTION: No individual shall serve more than two consecutive three-year terms as a Director.]

4. Place and Notice of Directors' Meetings. The annual organizational meeting of the Board shall be held on the [DAY] of each [MONTH] for the purpose of electing officers and transacting such other business as may come before the meeting. Regular meetings of the Board may be held at such time and place as the Board may determine by resolution. Special meetings of the Board may be called at any time by the President, the Secretary or any two Directors.

5. Notice of Meetings. No notice of the annual meeting or any regular meeting of the Board shall be required. Notice of each special meeting shall be mailed to each Director's residence or usual place of business at least five days before the date of the meeting or given by telegram or telephone at least two days before the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of the meeting.

6. Quorum. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board, the

Directors present may adjourn the meeting from time to time without notice until a quorum shall be present.

7. Actions Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by all of the Directors before or after the action is to become effective. The Directors' consent shall have the same force and effect as a unanimous vote.

ARTICLE II - OFFICERS AND AGENTS

1. General. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer [all of whom shall be Directors,] and, if deemed advisable by the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. All officers shall serve until the annual meeting of Directors next following their election and until their successors are elected. At each annual meeting of Directors, the Directors shall elect officers to fill vacancies occurring at that meeting. Any person may hold any two or more offices simultaneously [other than the offices of President and Secretary].

2. President. The President shall be the chief executive officer of the Corporation and shall be primarily responsible for implementing the policies and procedures established by the Board of Directors. The President shall preside at meetings of the Board of Directors, supervise the other officers, agents and employees of the Corporation, perform such other duties as may be prescribed from

time to time by the Board of Directors, and have all other powers and duties that pertain to the position of chief executive officer.

3. Secretary. The Secretary shall certify the actions of the Board of Directors when necessary, keep the minutes of the Board of Directors, maintain the records of the Corporation, give notice of any meetings of the Board of Directors, and have such other powers and duties as may be prescribed by the Board of Directors from time to time.

4. Treasurer. The Treasurer shall have custody of all operating funds of the Corporation and shall see that a true and accurate accounting of the financial transactions of the Corporation is made and that reports of those transactions are presented promptly to the Executive Committee and the Board of Directors.

5. Vice Presidents and Other Assistant Officers. Vice presidents and other assistant officers shall have such powers and duties as the Board of Directors may prescribe from time to time. Assistant officers may, in the absence of the officers they assist, exercise the authority of those officers. In the event of a vacancy in any assisted office, the assistant officer having the greatest period of service in office shall assume the powers and duties of the vacant office.

6. Agents. Such agents as the Board of Directors may deem necessary may be elected, appointed or chosen in the manner prescribed by the

Board. The authority and duties of each agent shall be those prescribed in the resolution adopted by the Board of Directors establishing the need for the agent.

7. Removal of Officers and Agents. Any officer or agent may be removed with or without cause whenever the Board of Directors in its absolute discretion shall consider that the agent's removal will serve the best interests of the Corporation. Any agent appointed otherwise than by the Board of Directors may be removed with or without cause at any time by any officer having authority to appoint the agent whenever that officer in the exercise of absolute discretion shall consider that the agent's removal will serve the best interests of the Corporation. Election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE III - COMMITTEES

1. Executive Committee. The Board of Directors may appoint an Executive Committee, consisting of the President and two or more other members of the Board, which may, to the extent consistent with law, exercise the authority of the Board between meetings of the Board. The Executive Committee may establish its own rules for holding and conducting meetings not inconsistent with law, the Articles of Incorporation or these bylaws.

2. Awards Committee. The Board of Directors shall appoint an Awards Committee consisting of at least three individuals who may or may not be members of the Board. The Awards Committee shall be responsible for formulating criteria and procedures for all monetary grants from the Corporation and reviewing

proposed awards, scholarships, appropriations for studies, honoraria and other grants to assure their consistency with operating plans for the Corporation to be formulated each year by the Board.

3. Other Committees. The Board of Directors may create such other committees as it may deem appropriate and appoint to membership any persons, whether they be members of the Board of Directors or not, and may fix and prescribe their rights, duties, power, authority, and terms of office.

4. Actions Without Meeting. Any action that may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed by all of the members of the committee before or after the action is to become effective. The members' consent shall have the same force and effect as a unanimous vote.

ARTICLE IV - MISCELLANEOUS PROVISIONS

1. Fiscal Year. The fiscal year of the Corporation shall [begin on [DATE] each year/be the calendar year].

2. Voting of Stock Held. Unless otherwise provided by vote of the Board of Directors, the President or the Secretary from time to time may appoint one or more attorneys or agents of the Corporation to cast the votes that the Corporation may be entitled to cast as a stockholder or otherwise in any other corporation, any of whose stock or securities may be held by this Corporation, at meetings of the holders of the stock or other securities of the other corporation, or to consent in writing to

any action by the other corporation. The appointing officer shall instruct the person or persons so appointed as to the manner of casting votes or giving consent, and may execute or cause to be executed on behalf of this Corporation such written proxies, consents, waivers or other instruments as the officer may deem necessary or proper. In lieu of an appointment, the President or the Secretary personally may attend any meeting of the holders of stock or other securities of the other corporation and there vote or exercise any and all powers of this Corporation as the holder of stock or other securities of that other corporation.

3. Amendment of Bylaws. The power to alter, amend or repeal the bylaws of the Corporation or to adopt new bylaws shall be vested exclusively in the Board of Directors.

Adopted at the organizational meeting of the Board of Directors of the Corporation on _____, 200_ by a unanimous vote of the initial Directors.

President

Attest:

Secretary

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Last Edit: 12/4/00 8:33 AM