



DEBORAH BUYER LAW

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NY Nonprofit Bylaws: Initial Questionnaire*

Questions	Answers
Board of Directors	
1. How many Directors will serve on the Board of Directors? Under New York Not-for-Profit Corporation Law (NPCL) §702(a), the Board must have at least three Directors.	
2. How will the Board of Directors be elected?	
3. Will Directors have term limits?	
4. Will the Board have any <i>ex officio</i> Directors, and if so, will they have voting rights?	
5. Will the organization's Executive Director serve as an <i>ex officio</i> Director, and if so, will he or she have voting rights?	
6. What is the length of each term of service? Under NPCL §703(b), a term can be up to five years.	
7. Will Director terms be staggered? If so, how many classes of Directors will there be, how many Directors will be in each class and what will be the initial term for each class?	

Questions	Answers
8. What is the procedure for Director resignations, vacancies and removal for cause? What constitutes "cause"?	
Board Meetings	
1. How often will the Board of Directors meet and where will the meetings be held?	
2. If the time and place of annual and regular meetings are not fixed in the Bylaws, what shall constitute proper notice of a Board meeting?	
3. Who may call a special meeting? Under NPCL §710(c), the President or another officer specified in the Bylaws or determined by the Board can call a special meeting. If the organization does not have Members, any Director may call a special meeting upon written demand of not less than one-fifth of the Board.	
4. How many Directors constitute a quorum for purposes of the Board conducting business? Under NPCL §707, the default requirement for a quorum is a majority of the Board. However, the Bylaws or the Certificate of Incorporation may provide otherwise; provided that for a Board of 15 or less Directors, a quorum must be at least 1/3 of the Board; and for a Board with more than 15 Directors, quorum must be at least 5 Directors, plus 1 Director for every 10 Directors in excess of 15.	
5. Can Directors participate in Board meetings (and count for quorum) via telephone conference call?	

Questions	Answers
<p>6. What vote of the Board is required for Board action? Should certain circumstances require a greater vote of the Board?</p> <p>Under NPCL §708(s), with certain exceptions, the vote of a majority of the Directors present at a meeting is sufficient for Board action.</p>	
<p>7. Can the Board act by unanimous written consent?</p> <p>Note issues under NPCL with email voting.</p>	
Officers and Committees	
<p>1. Which Officers shall the organization have (e.g., President, Vice-President(s), Secretary, Treasurer, etc)?</p> <p>Under NPCL §713, a single person may hold more than one office, except that the President and the Secretary may not be the same person.</p>	
<p>2. What authority will each Officer have?</p>	
<p>3. Will any salaried staff of the organization serve as an Officer?</p>	
<p>4. If the organization has Members, do the Members or the Board elect or appoint the Officers?</p>	
<p>5. What is the length of the term for Officers?</p>	

Questions	Answers
6. What Standing Committees will the Board have (i.e., Executive Committee, Finance Committee, Audit Committee, Nominating Committee, etc.)?	
7. Who shall serve on each Standing Committee, how shall committee members be appointed and for what term?	
8. What responsibilities will each Standing Committee have?	
9. Will the organization appoint ad hoc committees or advisory boards?	
Members	
<p>1. Will the organization have Members or no Members? If the organization will have Members, see the Member questions below.</p> <p>Under NPCL §601(a), Types A, C & D nonprofits are required to have Members, but Type B nonprofits may be structured with or without Members.</p>	
2. How will Membership be defined?	
<p>3. What will constitute a quorum for purposes of Member meetings?</p> <p>Under NPCL §608, quorum is a majority of votes present at the meeting unless the Bylaws or Certificate of Incorporation provide for a lesser quorum. With certain exceptions, the minimum permitted for quorum is the number of Members entitled to cast 100 votes or 1/10 of the total number of votes, whichever is less.</p>	

Questions	Answers
<p>4. How will proxies be handled?</p> <p>Under NPCL §609(a), Members can vote by proxy (whereas Directors cannot).</p>	
<p>5. When and where will the annual meeting be held, or shall it be fixed by the Board?</p> <p>Under NPCL §603, the Members must meet annually for the election of Directors and the transaction of other business.</p>	
<p>6. Who may call for special meetings?</p> <p>Under NPCL §603(c), special meetings may be called by the Board or anyone authorized in the Bylaws or Certificate of Incorporation, including by written demand of 10% of the Members eligible to vote.</p>	
<p>7. How will notice of meetings be handled?</p> <p>Under NPCL §605(a), notice of meetings must be given in person by hand or by first class mail, except under certain circumstances. Notice of meetings other than annual meetings, must be given not less than 10 days and not more than 50 days before the date of the meeting.</p>	
<p>8. Will there be different classes of Members and will some classes have limited voting rights?</p>	
<p>9. What decisions must be approved by the Members?</p>	

Questions	Answers
Miscellaneous	
1. Does the organization elect to provide permissive or mandatory indemnification to Directors? Is the Board required to obtain Directors and Officers Liability Insurance?	
2. Will the organization's conflict of interest policy be included in the Bylaws or as a separate policy?	
3. What is the organization's fiscal year?	
4. What is the principal office address of the organization?	
5. Where are the organization's books and records located?	
6. Who may approve amendments to the Bylaws and what type of vote is required for amendments to the Bylaws?	

* The questions listed in this form and references to the New York Not-for-Profit Corporation Law (NPCL) are meant to provide a general overview to assist in the preparation of new or revised Bylaws. This form does not contain an exhaustive list of topics that may be covered in Bylaws, and it does not contain a complete explanation of the NPCL or other applicable laws.