NAME OF ORGANIZATION

*Model By-laws*

DATE

**Article 1: Organization**
Section 1.1 Name of corporation
Section 1.2 Corporate seal
Section 1.3 Corporate offices

**Article 2: Membership**
Section 2.1 Membership
*Membership in the Corporation shall be open to all who are interested in the purposes of the Corporation as set forth in the Articles of Incorporation. The Board of Directors may establish classes of membership and dues (or exemptions from dues) for each class, in its sole discretion.*
Section 2.2 Classes of Membership
(You can decide whether to have one encompassing class of membership or to separate out classes, such as “individuals” or “groups.”)  
All teacher members must be active members of the Suzuki Association of the Americas (SAA).

**Article 3: Membership Meetings**
Section 3.1 Annual Membership Meeting
*The Annual Membership Meeting shall be held each year at a place and time determined by the Board of Directors.*
Section 3.2 Other Meetings
Section 3.3 Special Meetings
Section 3.4 Notice of Meetings; Waiver of Notice
Section 3.5 Quorum
Section 3.6 Voting; Proxies
Section 3.7 Action by Members Without a Meeting
Section 3.8 Resolution

**Article 4: Board of Directors**
Section 4.1 Directors
a. *The Corporation shall be governed by a Board of Directors*
b. Number
c. Term; Term Limits
d. Qualification
Section 4.2 Quorum and Manner of Action
Section 4.3 Regular Meetings
Section 4.4 Special Meetings
Section 4.5 Notice of Meeting; Waiver of Notice
Section 4.6 Resignation and Removal of Directors
Section 4.7 Compensation
Section 4.8 Elections and Vacancies
Model By-laws with suggested article headings and sections
SAA Requirements: required text in italics—*must* appear in your organization By-laws

**Article 5: Committees**

**Article 6: Officers**
Section 6.1 Number
Section 6.2 Election; Term of Office
Section 6.3 Resignation and Removal of Officers
Section 6.4 Vacancies
Section 6.5 President / Chair (decide which term you’d prefer to use)
Section 6.6 President-Elect / Chair – Elect (decide which term you’d prefer to use)
Section 6.7 Secretary
Section 6.8 Treasurer
Section 6.9 Executive Director (if you choose to have staff; if there is no staff you may choose to omit this and add it at a later date when appropriate)

**Article 7: Amendments**

**Article 8: Fiscal Year**
Section 8.1 Dissolution of Assets
*Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the Suzuki Association of the Americas within the meaning of Section 501(c)(3) of the Internal Revenue Code.*
Recommended Resources for writing corporate by-laws and managing nonprofits:


IMPORTANT:
This sample is meant to be a guideline. Each state may have its own requirements so check with your Secretary of State office, other state government office, and/or legal counsel. The phrases in *italics* are required verbiage by the SAA.