



## DIAPER BANK BY-LAWS: SAMPLE

### BY-LAWS

#### New Diaper Bank, A NON-PROFIT CORPORATION

##### ARTICLE I BOARD OF DIRECTORS

**Number and Eligibility.** The business of this non-profit corporation shall be managed by a Board of Directors consisting of at least \_\_\_\_\_ (#) members and no more than \_\_\_\_\_ (#) members, together with the officers of this non-profit corporation, who shall serve ex-officio with right to vote. At least one of the directors elected shall be a resident of the State of \_\_\_\_\_ and a citizen of the United States.

**Election and Term of Office.** The directors shall be elected at the annual meeting of the Board and they shall serve for a term of \_\_\_\_\_ years and are eligible for re-election. Vacancies caused by the death, resignation, removal, disqualification or otherwise of any in the Board of Directors may be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year until the next annual meeting, at which point those selected are likewise eligible for re-election during the annual meeting.

**Nominations.** The Executive Committee will recommend directors to the Board for its approval by ballot. The Executive Committee may, at its option, request the full Board of Directors to form a Nominating Committee on an ad hoc basis.

**Powers and Duties.** The Board of Directors shall have the control and management of the affairs and business of this non-profit corporation. Such Board of Directors shall only act in the name of the non-profit corporation when it shall be regularly convened after due notice to all the directors of such meeting. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

**Removal and Resignations.** A director may be removed with or without cause by a vote of two-thirds of Directors present and voting at any meeting of the Board provided that notice of the proposed removal has been given in the Notice of the meeting. Any director may resign at any time by giving written notice to the Board of Directors or to the Chair. Any such resignation shall take effect at the date of receipt of such notice, or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.





## ARTICLE II MEETINGS

The annual meeting of Board shall be held during the month of \_\_\_\_\_ each year, on a date fixed by the Board of Directors. Annual elections will take place during this annual meeting, in the event that a position has opened, or the three year term of officers has expired.

Regular meetings of the Board and the Officers will occur over the course of the fiscal year.

Special meetings of this non-profit corporation may be called by the Chair when he or she deems it for the best interest of the non-profit corporation. Notices of such meeting shall be mailed or emailed to all members at their addresses as they appear in the membership roll book within a reasonable time prior to the special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of a majority of the members of the Board of Directors the Chair shall cause a special meeting to be called but such request must be made in writing at least \_\_\_ (#) days before the requested scheduled date.

The Secretary shall cause to be mailed or emailed to every director at his or her address as it appears in the membership roll book in this non-profit corporation a notice telling the time and place of annual and regular meetings.

Unless greater proportion is required by law, a majority of the directors then in office constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these bylaws, the vote of the majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

## ARTICLE III VOTING

At all meetings, except for the election of the directors and officers of Chair, Vice-Chair, Secretary, and Treasurer, all votes shall be by voice. Each director shall have one vote. For election of the directors and officers of Chair, Vice-Chair, Secretary, and Treasurer, ballots shall be provided. At all votes by ballot, the Chair of the Governance Committee shall, at the conclusion of such balloting, certify in writing to the Chair the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. If the Chair of the Governance Committee is on the ballot, the Secretary shall carry out these duties.

## ARTICLE IV ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Summary of Actions to be taken
8. Adjournments.





## ARTICLE V OFFICERS

**Number and Eligibility.** The officers shall be a chair, a vice-chair, a secretary, and a treasurer, and such other officers with such powers and duties not inconsistent with these bylaws as may be determined necessary by the Board of Directors. In addition, the Founder, as appointed by the Board to the Executive Committee, shall be an officer and subject to the same removal process as other officers. No person may hold more than one office at any given time. Officers shall serve without compensation except for reasonable reimbursement of out-of-the-ordinary expenses as approved by the Board. Officers shall by virtue of their office be members of the Board of Directors, with voting authority, and members of the Executive Committee.

**Election and Term of Office.** The officers of Chair, Vice-Chair, Secretary, and Treasurer shall be elected by ballot vote by a majority of the Directors present. The term for each office shall be a three year period and any officer is eligible for re-election. Vacancies caused by the death, resignation, removal, disqualification or otherwise of any officer shall be filled by the Board of Directors without undue delay at its next regular meeting or at a special meeting following that at which the vacancy becomes known. In the event the next regular meeting is distant and a special meeting cannot be convened expeditiously, the Executive Committee shall appoint an Acting Officer to carry out the duties of the position for the balance of the year. The Chair of the Board will submit that person's name to the Board at its next regularly scheduled meeting for concurrence and, if appropriate, election to the position. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the board shall determine. During the following annual meeting, the position will then be filled by regular election procedures, with the Acting Officer eligible to run for election.

**Nominations.** The Executive Committee will recommend officers to the Board for its vote for each open office by way of ballot.

**Removal and Resignation.** Any officer may be removed with sufficient cause by a vote of two-thirds of the Directors present and voting at any meeting of the Board provided that notice of the proposed removal has been given in the Notice of the meeting.

Any officer may resign at any time by giving written notice to the Chair. Any such resignation shall take effect at the date of receipt of such notice, or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Powers and Duties.** Officers shall have respectively the powers to perform the duties customarily pertinent to their respective offices, subject to the control and direction of the Board, and shall have such further powers and shall perform such further duties as shall be from time to time assigned to them by the Board.

Officers:

**Founder.** The Founder, as appointed by the Board to the Executive Committee, shall serve as an officer of the Board of Directors, and shall provide advice and guidance to the Board and the Executive Director of [the organization]. She shall perform all duties incident to her office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws. The Founder shall have a vote on the Board of Directors





Chair. The Chair of the Board shall preside at all membership meetings. She/he shall present at each annual meeting of the non-profit corporation an annual report of the work of the non-profit corporation. She/he shall appoint all Chairs of committees, temporary or permanent, with the advice of the Founder and the Governance Committee.

Vice Chair. The Vice Chair shall in the event of the absence or inability of the Chair to exercise his/her office temporarily assume the position of acting Chair of the Board with all the rights, privileges and powers as if he/she had been the duly elected Chair, until such time as a new Chair can be selected, according to the election and vacancy-filling procedures outlined above.

Secretary. The Secretary shall keep the minutes and records of the non-profit corporation in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state. He/she shall give and serve all notices to members of this non-profit corporation. He/she shall be the official custodian of the records and seal of this non-profit corporation. He/she may be one of the officers required to sign the checks and drafts of the non-profit corporation. He/she shall present to the Board at any meetings any communication addressed to him/her as Secretary of the non-profit corporation. He/she shall submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the non-profit corporation. He/she shall attend to all correspondence of the non-profit corporation and shall exercise all duties incident to the office of Secretary.

Treasurer. The Treasurer shall have the care and custody of all monies belonging to the non-profit corporation and shall be solely responsible for such monies or securities of the non-profit corporation. He/she shall cause to be deposited in a regular business bank or trust company the funds of the non-profit, except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He/she must be one of the officers who shall sign checks or drafts of the non-profit corporation. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He/she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the non-profit corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He/she shall exercise all duties incident to the office of Treasurer.

Non-officer Positions:

Liaison to Agencies. The Board will include a board member who serves in the non-officer position of Liaison to Agencies. The Liaison to Agencies who will chair the Agency Advisory Committee. The Liaison to Agencies shall meet on a regular basis with the Agencies served by [the organization] and report to the Board regarding Agency relations and concerns.

## **ARTICLE VI SALARIES**

The Board of Directors shall receive no compensation of any kind, but may be reimbursed by the Corporation for their reasonable expenses and disbursements in that capacity on behalf of the Corporation.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the non-profit corporation for duties other than as a director or officer.





The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the non-profit corporation.

## ARTICLE VII COMMITTEES

The Board of Directors may from time to time appoint committees of two or more Directors each, to serve at the pleasure of the Board of Directors, which committees shall have and may exercise such authority and powers of the Board of Directors as shall be specified in the resolution of appointment. In all instances, there will be a Governance Committee and an Executive Committee, whose minimal duties are described in the various Articles of the Bylaws.

**ROLE OF EXECUTIVE COMMITTEE:** The Executive Committee will consist of the Founder, the Chair of the Board, the Vice-Chair, the Secretary, the Treasurer, and the chairs of the standing committees and will be chaired by the Chair of the Board. The Executive Committee will act in the best interest of [the organization], will meet periodically to review Board and programmatic issues, and will assume governing responsibilities in emergencies.

## ARTICLE VIII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by submitting proposed amendments in writing no less than one week prior to a meeting of the Board of Directors followed by an affirmative vote of not less than a majority of the Board of Directors.

## ARTICLE IX DISSOLUTION

The organization may be dissolved at any time by the written consent of not less than 2/3 of the directors. In the event of the dissolution, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, none of the property of [the organization] nor any proceeds thereof nor any assets of [the organization] shall be distributed to any of the Directors, but after payment of the debts of [the organization], its property and assets shall be given to a charitable organization with the same or similar mission.

### CERTIFICATION

I, \_\_\_\_\_, Secretary of \_\_\_\_\_, hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors at a regular meeting held on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ in \_\_\_\_\_, \_\_\_\_\_ and that the same are currently in effect.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Secretary, Organization



# National Diaper Bank Network



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