

## **What are a corporation's bylaws?**

- a. Bylaws are the corporation's governing document.
- b. They describe how the business operates on a daily basis:
  - i. Election of board;
  - ii. When board meetings are to be conducted;
  - iii. Special meetings;
  - iv. Size of board;
  - v. How board meetings are called to order and what kind of advance notice is required;
  - vi. Who has the authority to determine who can execute contracts?
  - vii. What is the process for issuing a replacement stock certificate?
  - viii. Who has access to the books of the company?
  - ix. Who gets to vote?
  - x. How do you issue shares?
  - xi. Functions of each officer
  - xii. Qualifications of each director
  - xiii. Formation of Committees
    1. Can lay out a provision that the board has the right to create committees and what purpose these committees serve (i.e. executive committee, compensation committee, audit committee). This provision is a good idea!

- xiv. Who has the authority to execute contracts.
- c. A majority vote of the board is required to amend or repeal the bylaws unless the articles provide otherwise.