**BYLAWS TEMPLATE**

NOTE: Refer to the *Sample Network Contracts - Annotations* for more information.
This template is provided for illustrative purposes only;
it does not constitute and cannot be relied upon as legal advice.

## Name of Organization

### Mission/Purpose of Organization

[Insert two- to three-sentence summation of your organization’s mission and/or purpose.]

### Membership (*if applicable*)

This should include a brief list outlining:

* Names and qualifications for membership (can vary by class)
* Membership powers
* Membership voting process

### Meetings of the Membership *(if applicable)*

This should include a brief list outlining:

* Frequency
* Authorization of remote participation or proxy
* Where and when
* Special meetings
* Notice of meetings
* Quorum
* Voting rules

### Governing Board

This should include a brief list outlining:

* Size – minimum and/or maximum number
* Directors – any qualifications for different board seats (including representation from different classes if a membership board)
* Officers – usually Chair or President, Vice-Chair, Secretary and Treasurer
* Nomination/election process – describe process for both directors and officers
* Terms and term limits
* Resignation/removal of directors (with/without cause)
* Compensation and expenses (if any)

### Meetings of the Board

This should include a brief list outlining:

* Frequency
* Authorize remote participation
* Where and when
* Special meetings
* Notice of meetings
* Quorum (see above)
* Voting rules (see above)
* Actions without meetings—notice and quorum/majority

### Board Committees

This should include a brief list outlining:

* Name any standing committees
* Authority of each committee

*NOTE: State law may require that certain decisions or authority be reserved for the board as a whole and/or for membership, if a membership organization (e.g., approving a new trustee, changing the bylaws, amending or repealing any board resolution, etc.)*

### Conflict of Interest Policy

[Insert a brief summary or reference to the board’s conflict of interest policy and procedures.]

### Antitrust Policy

[Insert a brief description of or reference to your organization’s anti-trust policy or, in other words, how your organization aims to comply with prohibitions on collusion and anticompetitive practices.]

### Indemnification and Insurance

[Insert a brief description or reference to board policy regarding the indemnification of individual directors and the maintenance of director’s and officer’s insurance coverage.]

### Transaction of Business

[Outline your organization’s approach to decision-making, delegation of authority (e.g., threshold financial value above which board approval is required for contracts), record keeping, etc.) to ensure legal compliance, promote internal governance and, if necessary, procedures for conflict resolution.]

### Modifying Bylaws—any special voting rules around bylaw changes

[Provide rules on how the bylaws may be amended and any related special voting rules.]

### Dissolution

[Provide the rules for how the board may elect to dissolve the corporation and any rules about what shall happen to its assets.]



About the Aging and Disability Business Institute

This publication was produced for the Aging and Disability Business Institute via a collaboration of Partners in Care Foundation, stakeholders of the Partnership to Align Social Care, was authored by the Camden Coalition and was funded by The John A. Hartford Foundation. Led by USAging, the mission of the Aging and Disability Business Institute (Business Institute) is to build and strengthen partnerships between aging and disability community-based organizations and the health care system. The Business Institute provides community-based organizations with the tools and resources to successfully adapt to a changing health care environment, enhance their organizational capacity and capitalize on emerging opportunities to diversify funding. Learn more at
www.aginganddisabilitybusinessinstitute.org.



About the Partnership to Align Social Care

The Partnership to Align Social Care, A National Learning and Action Network (Partnership) aims to address social care challenges at a national level by bringing together essential sector stakeholders (health providers, plans and government with consumers) to co-design multi-faceted strategies to facilitate successful partnerships between healthcare organizations and community care networks. The Partnership is a unique national effort to elevate, expand, and support a network-based approach to sustainably addressing individual and community health-related social needs. Learn more at www.partnership2asc.org.



About the Camden Coalition

The Camden Coalition is a multidisciplinary nonprofit working to improve care for people with complex health and social needs in Camden, NJ, and across the country. We work to advance the field of complex care by implementing person-centered programs and piloting new models that address chronic illness and social barriers to health and well-being. Supported by robust data infrastructure, cross-sector convening, and shared learning, our community-based programs deliver care to the most vulnerable individuals in Camden and regionally. Through our National Center for Complex Health and Social Needs (National Center), the Camden Coalition works to build the field of complex care by inspiring people to join the complex care community, connecting complex care practitioners with each other, and supporting the field with tools and resources that move the field of complex care forward. Learn more at www.camdenhealth.org.