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## Corporation bylaws template texas

Home /Business Entities/Business Corp. Bylaws/Texas Business Corporation PREVIEW StatutesAll formats available for immediate download after successful payment. DOCX, PDF, WPD, DOC FormatsAdd for CART DOCX, PDF, WPD, DOC FormatsAdd for DOCX cart, PDF, WPD, DOC FormatsD a cart DOCX, PDF, WPD, DOC FormatsAdd for cartE CORPORATE STATUTES OF \_\_\_ Corporate AUTHORITY 1.1 \_\_\_ 1.2 State law. The Corporation is organized under the \_\_\_ Bylaws The laws, statutes, regulations and rules to which the Corporation is subject shall be referred to herein as applicable law. 1.3 Corporate Purpose. The purpose of the Corporation is any and all legal business. Such a legal deal includes, but is not limited to \_\_\_ ARTICLE 2. OFFICES AND RECORDS 2.1 Registered Office and Registered Agent. The registered headquarters of the Corporation in the State of \_\_\_ The Registered Agent of the Corporation is \_\_\_ 2.2 Other Offices. The Corporation may also have and maintain a principal office or business location in such place, as may be fixed by the Board of Directors of the Corporation (also, the Board), and may also have offices elsewhere, within and without the State of \_\_\_ 2.3 Books, Accounts and Records and Inspection Rights. The Corporation's books, accounts, and records, except as may otherwise be required by the laws of the State of \_\_\_ Except as provided by law, the Board shall determine whether, to what extent, and the conditions under which the Corporation's books, accounts, and records shall be open to the inspection of the Corporation's shareholders. 2.4 Corporate Seal. The Board may but should not be required to adopt a corporate seal. The corporate seal will consist of a given with the name of the Corporation and the inscription, Corporate Seal \_\_\_ The said seal may be used causing it or a facsimile to be impressed or affixed or reproduced or not. ARTICLE 3. SHAREHOLDER MEETINGS 3.1 Meeting Place. Shareholder meetings may be held in such a place, within or without the State of \_\_\_ The Board of Directors in its sole discretion, determine that the meeting will not be held anywhere, but may instead be held exclusively by means of remote communication as provided for in applicable law. 3.2 Annual Meeting. The annual meeting of the Corporation's shareholders, for the purpose of electing directors and other businesses, as may come legally before it, shall be held on such date and at times as may be designated from time to time by the Board. At an annual meeting of shareholders, only such deals will be conducted as they should have been properly brought before the meeting. 3.3 Special Meetings. a Special meetings of the shareholders of the Corporation may be convened for any purpose or purpose by (i) Chairman of the Board, (ii) the Executive Director, (iii) the Chairman, (iv) the Board of Directors, in accordance with a resolution adopted by the directors representing the Board's quorum, or (v) by the holders of shares representing at least \_\_\_, and shall be held there, and shall be held there in that place, at such a date, and at any time as the Council shall correct. (b) If a special meeting is duly convened by any person or person other than the Board, the request shall be in writing specifying the general nature of the proposed company to be traded, and shall be delivered in person or sent by certified or registered mail, requested return receipt, or by telegrapher other facsimile to the Chairman of the Board, the Executive Director, or the Secretary. No deal may be traded at such a special meeting in any other way than specified in such notice. 3.4 Notice of Meetings. Whenever shareholders are required or authorized to take any action at a meeting, a written notice (including by email) of the meeting will be provided to each voting registration shareholder or entitled to notice of the meeting, which shall declare the place, date and time of the meeting, as well as the purpose or purpose for which the meeting is convened. Unless otherwise provided for by law, written notification of any meeting shall be given no less than ten (10) or more than sixty (60) days prior to the date of the meeting to each voting shareholder at such meeting. 3.5 Quorum. Shareholders can only take action on a matter at a meeting if there is a quorum in relation to that matter. Except as provided by law, \_\_\_ Once an action is represented for a purpose at a meeting (except only to owe the meeting), it is considered present for quorum purposes for the remainder of the meeting and shareholders attending a properly organized meeting may continue to trade business until postponement, withdrawal of enough shareholders to leave less than one quorum. Holders of the majority of outstanding shares represented at a meeting, whether or not a quorum is present, may postpone the meeting from the deadline for 3.6 voting rights. A Each shareholder entitled to vote at a shareholders' meeting or to express consent or dissent to the written corporate action without a meeting may authorize another person or persons to vote for him or by proxy, but none of these attorneys will be voted or acted upon after one (1) year from their date, unless the attorney expressly foresees a longer period. A properly executed proxy will only be irrevocable if it states that it is irrevocable and if, and only as long as, it is associated with a sufficient interest in the law to support an irrevocable power. (b) If there is a quorum, action on a matter (other than the election of directors) is approved if the votes in favor of action exceed the votes against the action. The directors shall be elected by a plurality of the votes of the voting shares entitled to vote in the election (provided that there is a quorum). Unless otherwise provided for by law or in the Corporation's Articles of Incorporation, and subject to other provisions of these Bylaws, each shareholder shall be entitled to one (1) vote on each matter, personally or by proxy, for each share of the Corporation's capital that has voting power and is held by such shareholder. Voting does not have to be by written ballot. 3.7 List of Shareholders. The director of the Corporation responsible for the Corporation's stock book shall prepare and make, at least ten (10) days before any shareholders' meeting, a complete list of shareholders entitled

to vote at the meeting, scheduled alphabetically, and showing the address of each shareholder and the number of shares held by each shareholder. The list shall be open to any shareholder for any purpose of the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, whether at a place in the city where the meeting will be held, place that shall be specified in the meeting notice, or at a location in the city of the Registered Office of the Corporation in \_\_\_\_ The list shall also be produced and kept available at the time and place of the meeting, throughout the duration of the meeting and may be inspected by any shareholder present at the meeting. 3.8 Consent instead of a meeting. a Any action necessary to be taken or that may be taken at any shareholders' meeting may be taken without meeting, without notice and without a vote, if there is written consent, establishing the action thus taken. shall be signed by the holders of outstanding shares that do not have less than the minimum number of votes that would be necessary to take such action at a meeting in which shareholders to vote were present and they voted. The action shall be evidenced by one or more written consents, describing the action taken, signed and dated by the shareholders entitled to action without meeting, and delivered to the Corporation in its registered office or to the officer in charge of the thoroughness (b) No authorization shall be effective to take the corporate measures referred to in the consent, unless the number of consents necessary to take action are delivered to the Corporation or the Corporation or the officer has the responsibility of its minute book within sixty (60) days of delivery of the oldest dated consent. c Immediate notification of the taking of corporate action without a unanimous meeting shall be given to those shareholders who have not consented in writing or by electronic transmission and who, if the action had been taken at a meeting, would be entitled to notification of the meeting if the date of registration for such meeting had been the date on which written consents signed by a sufficient number of shareholders to take action were delivered to the Corporation as provided for in applicable law. 3.9 Conference call. One or more shareholders may attend a shareholder meeting via conference phone, videoconference, or similar communication equipment, through which all participants of the meeting can hear each other. Participation in this way will be a face-to-face presence in such a meeting. ARTICLE 4. DIRECTORS 4.1 Powers. The corporation's business and affairs shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all legal acts and things, subject to any limitations provided for in these Bylaws or in the Articles of Incorporation for the Corporation. 4.2 Number and Term of Office. The number of directors must be set in \_\_\_\_ Each director will have at least eighteen (18) years of directors not needing to be residents of the incorporation state. The directors shall be elected by the shareholders at the annual shareholders' meeting by voting of the shareholders holding the aggregate at least a plurality of the shares of the Corporation present in person or by proxy and entitled to vote at the annual shareholders' meeting. Each director shall be elected to a term until his successor is elected and qualifies for or until his or her resignation or removal. 4.3 Vacancies. Except as provided by law, any vacancy on the Board of Directors that occurs due to an increase in the authorized number of directors or due to the death, withdrawal, removal, disqualification, inability to act or resignation of an interim director shall be filled by the majority of the directors then in office and the notification of a shareholders' meeting shall be provided to shareholders for the purpose of electing a director to permanently fill such vacancy. Any Director may resign at any time by giving written notice to the Board or the Secretary. 4.4 Resignation. Any director may resign at any time, by delivering his notice in writing or by electronic transmission to the Secretary, such resignation to specify whether it will be effective at any given time, upon receipt by the Secretary or at the pleasure of the Board. If such a specification is not made, it shall be deemed effective at the pleasure of the Council. Removal 4.5. Subject to any limitations imposed by applicable law, any director may be removed from office at any time (i) with cause by the affirmative vote of the holders of \_\_\_\_ 4.6 Meetings. The meetings of the Board of Directors may be convened by any director or by the President on five (5) days' notice to each director, in person or by telephone, express delivery service, e-mail or facsimile transmission, and at ten (10) days' notice by post (effective after filing such notice in the mail). The notice shall specify the purpose of such meeting. 4.7 Quorum and Vote. \_\_\_\_ The act of the majority of directors present at any meeting in which there is a quorum shall be the act of the Board of Directors, except as provided by law, the Articles of Incorporation or these Bylaws. Each director present will have one vote, regardless of the number of shares, if any, he or she may hold. 4.8 Action Without Meeting. Any action necessary or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting of all members of the Board or committee, as may be, with the written consent of the Directors' quorum, such writings or writings to be presented with the minutes or process of the Board or committee. 4.9 Fees and Compensation. Directors shall be entitled to such compensation for their services, as may be approved by the Board, including, if approved by council resolution, a fixed amount and attendance expenses, if any, for attendance at each ordinary or special meeting of the Board and at any meeting of a Board committee. Nothing contained herein shall be construed to prevent any director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise and receive a 4.10 Teleconference compensation. One or more directors may attend board meetings or a Board committee for any communication, including videoconference, through which all participating directors may be heard simultaneously during the meeting. in this way, it will be a personal presence at such a meeting. 4.11 Committees. The Board of Directors, by resolution, may create one or more committees, each composed of one or more directors. Each committee will serve the pleasure of the Council. All provisions provided for in the Bylaws and these Bylaws relating to meetings, actions without meetings, notices and waiver of notice, quorum and voting requirements of the Board of Directors shall apply to these committees and their members. 4.12 Organization. At each meeting of the Council, the Chairman of the Council, or, if a Chairman has not been appointed or is absent, the Chairman (if a Director) shall chair the meeting. The Secretary will act as secretary of the meeting. ARTICLE 5. OFFICERS 5.1 Officers. The officers of the Corporation shall include the following: (a) the Executive Director and/or the President; (b) The Registrar and (c) the Council may assign such additional titles to one or more of the officers, as it deems appropriate. Anyone may maintain any number of Corporation offices at any time unless specifically prohibited by law. The salaries and other compensation of the officers of the Corporation shall be fixed by or in the manner designated by the Board. 5.2 Position and Duties of Officers. (a) Subject to any employment contracts that may be in place, all officers shall exercise the office at the pleasure of the Board and until their successors have been duly elected and qualified, unless they are removed earlier. (b) The Executive Director and/or the Chairman shall have full responsibility and authority for the management and operations of the Corporation, shall chair all meetings of the Board of Directors and shareholders, and shall ensure that all orders and resolutions of the Board of Directors and shareholders are implemented. The President shall have the authority to create any entity, whether as a wholly-owned subsidiary or with additional owners to the Corporation, as the President may deem appropriate to achieve any legitimate purpose of the Corporation. The Chairman shall be a former member of all committees and shall have the general powers and duties of management and supervision generally vested in the position of chairman of a corporation. c The Secretary shall attend all meetings of the Board and all shareholder meetings and act as clerk, and shall record all votes of the Corporation and the minutes of all its transactions in a book to be kept for this purpose, and shall perform functions for all committees of the Board of Directors when necessary. The Secretary shall provide, or cause, notice of all shareholder meetings and special meetings of the Board of Directors, and shall perform such other functions, as may be prescribed by the Board of Directors or Chairman, and under Supervision of the Secretary The Secretary shall keep the records, minutes and seal of the Corporation and may attest to any instruments signed by any other officer of the Corporation. (d) The Treasurer shall be the Chief Financial Officer of the Corporation, be responsible for the custody of corporate funds and securities, maintain complete and accurate records and accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the Corporation's money in a separate account on behalf of the Corporation. The Treasurer shall provide the Chairman and the Directors at the ordinary meetings of the Board, or whenever requested by the Board, an account of all financial transactions and the financial condition of the Corporation. 5.3 Execution of Instruments. All contracts, checks, drafts or requirements of cash and notes and other instruments or rights of any kind of the Corporation shall be signed by the President and/or other officers or officers, as the Board of Directors may from time to time designated. ARTICLE 6. STOCK 6.1 Stock Certificates. The Corporation's shares may, but are not required, at the discretion of the Board of Directors, represented by certificates. The Corporation's stock certificates, if any, will be numbered and recorded in the Corporation's stock book and transfer books as issued. In the absence of certificates, the shareholding in the Corporation will be recorded in the Corporation's stock book and transfer books. 6.2 Certificates Lost. A new certificate or certificate may be issued in place of any certificate or certificate issued by the Corporation alleged to have been lost, stolen or destroyed, after making a statement of this fact by the person claiming that the certificate of shares to be lost, stolen or destroyed. 6.3 Transfer. Transfers of shares will be made on the Corporation's books upon surrender and cancellation of certificates, therefore, if any, endorsed by the person named on the certificate or by his legal representative. No transfer will be made that is incompatible with any provision of law, the Articles of Incorporation to the Corporation, these Bylaws or, if any, a Shareholders' Agreement or other agreement that restricts transfers of the shares of the Corporation. 6.4 Setting registration dates. In order for the Corporation to determine to shareholders the right of notice or vote at any shareholder meeting or any postponement, the Board may set, in advance, a registration date, that the date of registration shall not precede the date on which the resolution setting the date of registration is adopted by the Board, and which date of registration, subject to applicable law, shall not exceed 60 or less than 10 days prior to the date of the meeting. If no registration date is set the Board, the record date for determining shareholders entitled to notice or voting at a shareholder meeting shall be at the close of business on the day immediately preceding the day on which notice is given, or if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held. The determination of shareholders to register with the right to notice or vote at a meeting of shareholders shall apply to any postponement of the meeting; provided, however, that the Council may set a new registration date for Article 7 suspended. DIVIDENDS 7.1 Statement of Dividends. Dividends on the share capital of the Corporation, subject to the provisions of the Certificate and applicable law, if any, may be declared by the Board. Dividends may be paid in cash, in real estate or in shares of the share capital, subject to the provisions of the Certificate and applicable law. 7.2 Dividend Reserve. It may be reserved from any Corporation fund available for dividends or somas as the Board from time to time, at its absolute discretion, think appropriate as a reserve or reserves for any purpose, as the Board determines to be of interest to the Corporation. ARTICLE 8. FISCAL YEAR 8.1 Fiscal Year. The Corporation's fiscal year will be the calendar year. ARTICLE 9. INDEMNITY AND INSURANCE 9.1 Indemnity. a The Corporation shall have the power to indemnify its directors, directors, employees and other agents. The Council shall have the power to delegate the determination of whether compensation will be given to any person (except executive officers) to such officers or other persons, as the Council will determine. (b) The Corporation may purchase and hold insurance at a reasonable amount on behalf of any person who is or is a director, officer, agent or employee of the Corporation against liability asserted against or incurred by such person in such capacity or arising out of such person's status as In addition, the Corporation may acquire life insurance in the life of any shareholder who may , at the discretion of the Corporation or subject to any agreement entered into with such shareholder or its assets, be used in connection with the repurchase of shares of such shareholder after his death. ARTICLE 10. WARNINGS 10.1 Warnings. (a) Where written notice is required to be given to any person, it may be given to that person personally or by sending a copy of your email, or by email, or facsimile, prepaid charges, to your address appearing on the Corporation's books, or provided by or by the Corporation to the Corporation for the purpose of notice. If the notice is sent by mail, it is considered to have been given to the person entitled to it when deposited in the United States mail. If the notice is sent by e-mail or facsimile, it be deemed to have been given on the date and time shown in a written confirmation of the transmission of such facsimile communication. If such notice is related to a shareholders' meeting, the notice shall specify the place, day, time of the meeting and the general purpose and nature of the business to be traded at such meeting. b Where any written notice is required by law, or by the Articles of Incorporation or by these Bylaws, a written waiver, signed by the person or persons entitled to such notice, shall be deemed equivalent to the granting of such notice. The presence of a person, personally or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of ochering to the transaction of any business because the meeting has not been legally convened or convened. ARTICLE 11. AMENDMENTS 11.1 Amendments. The Council expressly has the power to adopt, amend or revoke these Statutes (or any provision of this document). Shareholders will also have the power to adopt, amend or revoke these Bylaws (or any provision of this document). ARTICLE 12. Annual REPORT MISCELLANEOUS 11.1. The Board shall have an annual report sent to each shareholder of the Corporation no later than \_\_\_\_ Such report shall include a balance sheet from the end of such fiscal year and a statement of results and demonstration of changes in financial position for such exercise, accompanied by any report from independent accountants or, if there is no such report, the certificate of an authorized Officer of the Corporation that such statements have been prepared without auditof the Corporation's books and records. 11.2 Forum. Unless the Corporation agrees in writing to the selection of an alternative forum, the courts of the State of \_\_\_\_ official, or another employee of the Corporation for the Corporation or the shareholders of the Corporation. (c) any action claiming a claim against the Corporation or any director or officer or other employee of the Corporation arising out of any provision of applicable law, the Certificate, or these Bylaws, or (d) any action that claims a claim against the Corporation or any director or officer or other employee of the Corporation governed by the doctrine of internal affairs. 11.3 Interpretation. When interpreting these Bylaws, except where the context otherwise requires, (a) including or including does not denote or imply any limitation, (b) or has inclusive meaning and/or, (c) the singular includes plural, and vice versa, and each genre includes one to the other genre. (d) subtitles or titles are for reference only and should not be considered in the interpretation of these Bylaws, and Section refers to a section of these Bylaws, unless otherwise stated in these Bylaws, and (f) day refers to a calendar day unless expressly identified as a business certificate \*\*\* The undersigned \_\_\_, a corporation \_\_\_. Dated: \_\_

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