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# CIVICOS INSTITUTE

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GOVERNANCE DOCUMENT

## Bylaws

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**Document ID:** 01

**Version:** 1.0

**Status:** DRAFT — Pending Board Adoption

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## Article I — Offices

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Principal office, registered office, and records office provisions.

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## Article II — Purpose

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Section 1.03: charitable and educational purpose alignment.

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## Article III — Board of Directors

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Section 3.01 Number and Qualification of Directors

Section 3.02 Powers and Duties

Section 3.03 Terms

### Section 3.04 Provisional Directors

(a) Authorization and Rights

The Board may seat provisional directors for terms not exceeding 12 months with full voting rights and quorum count.

(b) Founding Period Exception

Prior to IRS 501(c)(3) determination or first full annual board meeting, whichever occurs later, the Board may consist entirely of provisional directors. Upon seating of the third (3rd) permanent director, the Board Chair must place composition on next meeting agenda; board may by majority vote choose conversion, natural expiry, voluntary resignation, or combination thereof. No action required if fewer than three permanent directors are seated.

(c) Due Diligence Obligation

(d) Sunset and Escalation

Section 3.05 Resignation and Removal

Section 3.06 Vacancies

Section 3.07 Regular Meetings

Section 3.08 Special Meetings

Section 3.09 Notice

Section 3.10 Quorum and Voting

Section 3.11 Action Without Meeting

Section 3.12 Participation by Communications Equipment

Section 3.13 Compensation and Reimbursement

Section 3.14 Committees and Delegations

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## Articles IV–XIII

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Officers; Committees; Conflict procedures; Fiscal management; Records; Indemnification; Amendment process; and related governance controls.

### Article IV — Officers

Officer roles include Chair, Treasurer, Secretary, and Executive Director with duties defined by board resolution.

### Article V — Meetings and Notices

Regular meetings occur at least quarterly with notice requirements, agenda posting, and records obligations.

### Article VI — Committees

Standing and ad hoc committees may be constituted by board action with delegated authority limits.

### Article VII — Financial Controls

Budget approval, variance controls, and audit oversight duties are assigned to board and finance leadership.

### Article VIII — Records and Transparency

Minutes, resolutions, and governance records are maintained in accordance with retention policy.

### Article IX — Indemnification

Directors and officers may be indemnified to the maximum extent allowed by law and policy.

### Article X — Amendments

Bylaw amendments require supermajority vote and notice requirements as defined in policy.

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## Adoption and Signatures

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Adopted by Board on: \_\_\_\_\_

Board Chair: \_\_\_\_\_

Date: \_\_\_\_\_

Executive Director: \_\_\_\_\_

Date: \_\_\_\_\_

*Next review due:* \_\_\_\_\_