

This is a sample. Your actual document will vary depending on the answers you provide to the form questions.

**BYLAWS OF  
CORPORATE AMERICA, INC.**

**A California Corporation**

**PRELIMINARY MATTERS**

1. Any references to "Section" refer to that section number of the California Corporations Code.
2. Any references to "the corporation" refer to that corporation named above.
3. Any references to articles or articles of incorporation refer to the articles of incorporation of that corporation named above.
4. Any references to bylaws refer to these bylaws.
5. Every paragraph below shall be construed in accordance with its referenced California Corporations Code Section and any amendments thereto.

**ARTICLE 1:  
SHAREHOLDERS' MEETINGS**

**1.1: LOCATION**

*Corporations Code section 600(a)*

Meetings of shareholders may be held at such place within or without this state as may be fixed by the Board of Directors in accordance with these bylaws. If no other place is stated or so fixed, shareholder meetings shall be held at the principal executive office of the corporation.

**1.2: ANNUAL MEETING**

*Corporations Code section 600(b)*

An annual meeting of shareholders shall be held for the election of directors on a date and at a time fixed by the Board of Directors in accordance with these bylaws, but in no event shall that date be set for a period of time greater than 15 months after the organization of the corporation or after its last annual meeting. Any other proper business may be transacted at the annual meeting.

**1.3: SPECIAL MEETINGS**

**1.3.1: Right To Call Special Meeting**

*Corporations Code section 600(d)*

Special meetings of the shareholders may be called by the board, the chairman of the board, the president or the holders of shares entitled to cast not less than 10 percent of the votes at the meeting.

### **1.3.2: Requirement To Give Notice for Special Meeting**

*Corporations Code section 601(c)*

Upon request in writing to the chairman of the board, president, vice president or secretary by any person (other than the board) entitled to call a special meeting of shareholders, the officer forthwith shall cause notice to be given to the shareholders entitled to vote that a meeting will be held at a time requested by the person or persons calling the meeting, not less than 35 nor more than 60 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request, the persons entitled to call the meeting may give notice or seek appropriate judicial remedies. The contents of the notice shall be in accordance with the paragraph below.

## **1.4: NOTICE OF SHAREHOLDERS' MEETINGS**

### **1.4.1: Requirement and Contents of Notice**

*Corporations Code section 601(a)*

Whenever shareholders are required or permitted to take any action at a meeting a written notice of the meeting shall be given not less than 10 (or, if sent by third-class mail, 30) nor more than 60 days before the date of the meeting to each shareholder entitled to vote thereat. Such notice shall state the place, date and hour of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of the annual meeting, those matters which the board, at the time of the mailing of the notice, intends to present for action by the shareholders, but subject to the provisions of Corporations Code 601(f) any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of nominees intended at the time of the notice to be presented by the board for election.

### **1.4.2: Delivery of Notice**

*Corporations Code section 601(b)*

Notice of a shareholders' meeting or any report shall be given either personally or by first-class mail, addressed to the shareholder at the address of such shareholder appearing on the books of the corporation or given by the shareholder to the corporation for the purpose of notice; or if no such address appears or is given, at the place where the principal executive office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal executive office is located. The notice or report shall be deemed to have been given at the time when delivered personally or deposited in the mail or by other means of written communication. An affidavit of mailing of any notice or report in accordance with the provisions of this section, executed by the secretary, assistant secretary or any transfer agent, shall be prima facie evidence of the giving of the notice or report.

If any notice or report addressed to the shareholder at the address of such shareholder appearing on the books of the corporation is returned to the corporation by the United States postal service marked to indicate that the United States postal service is unable to deliver the notice or report to the shareholder at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the shareholder upon written demand of the shareholder at the principal executive office of the corporation for a period of one year from the date of the giving of the notice or report to all other shareholders.

## **1.5: ADJOURNED MEETINGS**

*Corporations Code section 601(d)*

When a shareholders' meeting is adjourned to another time or place, unless otherwise required by law, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 45 days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

## **1.6: WAIVER OF NOTICE OR CONSENT TO SHAREHOLDER ACTION**

*Corporations Code section 601(e)*

The transactions of any meeting of shareholders, however called and wherever held, are as valid as though had at a meeting duly held after regular notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by this division to be included in the notice but not so included, if such objection is expressly made at the meeting. For the business to be transacted at nor the purpose of any regular or special meeting of shareholders need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as provided in paragraph 1.7 below.

## **1.7: SHAREHOLDER APPROVAL; STATEMENT IN NOTICE**

*Corporations Code section 601(f)*

Any shareholder approval at a meeting, other than unanimous approval by those entitled to vote, pursuant to Sections 310, 902, 1201, 1900 or 2007 shall be valid only if the general nature of the proposal approved was stated in the notice of meeting or in any written waiver of notice.

## **1.8: QUORUM**

### **1.8.1: Definition of Quorum; Act of Shareholders**

*Corporations Code section 602(a)*

Unless otherwise provided in the articles, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders, but in no event shall a quorum consist of less than one-third of the shares entitled to vote at the meeting. Except as provided below, the affirmative vote of a majority of the shares represented and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the required quorum) shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by law or the

articles.

### **1.8.2: Effect of Withdrawal of Shareholders From Meeting**

*Corporations Code section 602(b)*

The shareholders present at a duly called meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum or, if required by this section or the articles, the vote of a greater number.

### **1.8.3: Absence of Quorum; Adjournment**

*Corporations Code section 602(c)*

In the absence of a quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares represented either in person or by proxy, but no other business may be transacted.

## **1.9: SHAREHOLDER ACTION WITHOUT A MEETING**

### **1.9.1: Action By Written Consent**

*Corporations Code section 603(a)*

Unless otherwise provided in the articles, any action which may be taken at any annual or special meeting of shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

### **1.9.2: Notice Required if Action By Written Consent Is Not Unanimous**

*Corporations Code section 603(b)*

Unless the consents of all shareholders entitled to vote have been solicited in writing, (1) notice of any shareholder approval pursuant to Section 310, 317, 1201 or 2007 without a meeting by less than unanimous written consent shall be given at least 10 days before the consummation of the action authorized by such approval, and (2) prompt notice shall be given of the taking of any other corporate action approved by shareholders without a meeting by less than unanimous written consent, to those shareholders entitled to vote who have not consented in writing. Corporations Code section 601(b) applies to such notice.

### **Revocation of Written Consent**

*Corporations Code section 603(c)*

A shareholder giving a written consent, or the shareholder's proxy holders, or a transferee of the shares or a personal representative of the shareholder or their respective proxy holders, may revoke the consent by a writing received by the corporation prior to the time that written consents of the number of shares required to authorize the proposed action have been filed with the secretary of the corporation, but may not do so thereafter. Such revocation is effective upon its receipt by the secretary of the corporation.

This sample represents only part of a completed document.  
Your customized Bylaws will be approximately 17 pages.