

[Corporation Name] Operating Agreement S Corporation

Article I: Name and Purpose

Section 1.1: Name

The name of the Corporation is [Corporation Name], hereinafter referred to as the "Corporation."

Section 1.2: Purpose

The Corporation is organized for the purpose of engaging in any lawful business for which corporations may be incorporated under the laws of [State].

Article II: Principal Office

Section 2.1: Principal Office

The principal office of the Corporation shall be located at [Principal Office Address].

Section 2.2: Other Offices

The Corporation may also have offices at such other places as the Board of Directors may from time to time designate.

Article III: Shareholders

Section 3.1: Eligible Shareholders

Only individuals who are U.S. citizens or residents, certain trusts, and estates are eligible to be shareholders of the Corporation. Shareholders must comply with the S Corporation shareholder eligibility requirements as defined by the Internal Revenue Code.

Section 3.2: Single Class of Stock

The Corporation shall have only one class of stock. All shares of stock shall have identical rights to distributions and liquidation proceeds.

Section 3.3: Negative Tax Capital Accounts

If any shareholder's tax capital account falls below zero, such shareholder shall restore the deficit balance in their tax capital account in accordance with the provisions of the Internal Revenue Code and applicable Treasury Regulations.

Article IV: Meetings of Shareholders

Section 4.1: Annual Meeting

The annual meeting of the shareholders shall be held on [Date] at [Time] at the principal office of the Corporation or at such other place as the Board of Directors may determine.

Section 4.2: Special Meetings

Special meetings of the shareholders may be called by the President, the Board of Directors, or shareholders holding at least [Percentage]% of the outstanding shares.

Section 4.3: Notice of Meetings

Written notice stating the place, date, and hour of the meeting, and the purpose for which the meeting is called, shall be delivered to each shareholder entitled to vote at such meeting not less than [Number] days nor more than [Number] days before the date of the meeting.

Section 4.4: Quorum

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

Section 4.5: Voting

Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Article V: Board of Directors

Section 5.1: General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 5.2: Number, Tenure, and Qualifications

The number of directors of the Corporation shall be [Number]. Each director shall hold office until the next annual meeting of shareholders and until his or her successor shall have been elected and qualified.

Section 5.3: Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of shareholders.

Section 5.4: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Section 5.5: Notice

Notice of any special meeting shall be given at least [Number] days previously thereto by written notice delivered personally or sent by mail or electronic communication to each director at his or her address.

Section 5.6: Quorum

A majority of the number of directors fixed by Section 5.2 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.7: Manner of Acting

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Article VI: Officers

Section 6.1: Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may elect or appoint such other officers as it shall deem desirable.

Section 6.2: Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be.

Section 6.3: Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 6.4: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Article VII: Distributions

Section 7.1: Distributions

Distributions to shareholders shall be made in accordance with their respective ownership interests and in compliance with S Corporation distribution rules as defined by the Internal Revenue Code. Distributions shall not exceed the shareholder's basis in their stock, except as provided in Section 3.3 regarding negative tax capital accounts.

Article VIII: Fiscal Matters

Section 8.1: Fiscal Year

The fiscal year of the Corporation shall begin on the first day of [Month] and end on the last day of [Month].

Article IX: Amendments

Section 9.1: Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.