

Must A Corporation Have Bylaws?

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Yesterday, I wrote about the motion to dismiss a class action lawsuit against Dropbox based on *forum non conveniens* and the corporation's federal forum selection bylaw. Several Delaware Justices, Chancellors, and Vice Chancellors and Professor Joseph Grundfest also filed an [amicus brief](#).

Among other things, the amici take issue with the plaintiff's contention that Dropbox "as a Delaware chartered corporation, was obligated to adopt corporate bylaws":

"Plaintiffs misstate Delaware law. No Delaware corporation is 'obligated to adopt bylaws.' Delaware General Corporation Law section 109 permits but does not require the adoption of bylaws, and section 102, subdivision (b)(1) provides that 'any provision which is required or permitted by any section of this chapter to be stated in the bylaws may instead be stated in the certificate of incorporation.' Delaware corporations thus can function with a certificate of incorporation alone."

I addressed this very issue eight years ago in this blog [post](#). At the time, I noted that Professor Marsh's treatise flatly states "there is no requirement that a corporation in fact have bylaws" but I also noted that various provisions might implicitly require the adoption of bylaws.

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