

# THE LOCAL CHURCH

|  |    |
|--|----|
| THE CHARGE CONFERENCE .....  | 2  |
| THE BOARD OF TRUSTEES .....  | 4  |
| 1. <i>Membership, Election, Term, and Officers.</i> .....                    | 4  |
| 2. <i>Fiduciary Duties of the Board of Trustees.</i> .....                   | 5  |
| 3. <i>Receipt and Investment of Funds.</i> .....                             | 6  |
| 4. <i>Local Church Property and the Trust Clause.</i> .....                  | 8  |
| 5. <i>Annual Report and Record Keeping</i> .....                             | 10 |
| PROPERTY UNDER MULTI-POINT CHARGES AND SHARED FACILITIES .....               | 12 |
| MERGER OF LOCAL CHURCHES .....   | 14 |
| INCORPORATION OF A LOCAL CHURCH .....  | 16 |
| 1. <i>Advantages of Incorporation.</i> .....                                 | 16 |
| 2. <i>Powers.</i> .....  | 16 |
| 3. <i>Formation.</i> .....   | 17 |
| BUILDING COMMITTEES AND PROGRAMS .....                                       | 20 |
| TRANSPORTATION SAFETY .....  | 22 |
| 1. <i>Federal Bus Regulations.</i> .....                                     | 23 |
| 2. <i>Van Safety Concerns.</i> .....   | 24 |
| APPENDIX .....   | 25 |
| INCORPORATION CHECKLIST .....  | 26 |
| SAMPLE CHARGE CONFERENCE RESOLUTION .....                                    | 28 |
| SAMPLE BOARD OF TRUSTEES RESOLUTION .....                                    | 30 |
| SAMPLE ARTICLES OF INCORPORATION .....                                       | 31 |
| SAMPLE CORPORATE BY-LAWS .....   | 33 |
| SAMPLE MINUTES .....   | 38 |
| SAMPLE WAIVER OF NOTICE .....  | 40 |
| SAMPLE ARTICLES OF INCORPORATION FOR CHURCH AFFILIATED<br>ORGANIZATION ..... | 41 |
| SAMPLE BYLAWS FOR CHURCH AFFILIATED ORGANIZATION .....                       | 44 |

# THE CHARGE CONFERENCE

The charge conference is a key element in the United Methodist connection. The *Discipline* provisions applicable to the local church and charge conference begin at ¶ 243.<sup>1</sup>

The charge conference is the governing unit of the local church. The membership includes the church council (or other appropriate body, such as the administrative board), together with retired ministers and retired diaconal ministers holding their membership in the charge.<sup>2</sup> The district superintendent schedules and presides in each charge conference or church conference within the district.<sup>3</sup> The structure of the charge conference and its relationship to the district superintendent is intended to bring local church operations into connection with denominational concerns.

The charge conference oversees the management of the business affairs of the local church. It is ultimately responsible for the proper disposition of property according to the *Discipline* and local law. The charge conference's executive and administrative functions are exercised through the following structures:

1. The church council;<sup>4</sup>
2. The various specialized ministry groups;<sup>5</sup>
3. The administrative committees;<sup>6</sup> and
4. The board of trustees.<sup>7</sup>

The charge conference also operates as a local legislative body in receiving the reports of the officers, committees, and other organizations of the local church, in electing officers and committees in the local church, in approving local church members for candidacy for the ordained ministry by written ballot, in establishing local church policies for building use and scheduling, investments, program, property matters, and in other matters.

The church conference,<sup>8</sup> in which all local church members present are given a vote, is used as an alternative to the charge conference and may be authorized by the district superintendent. It is called at the discretion of the district superintendent or following a written request to the district superintendent by one of the following: the pastor, the church council, or

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<sup>1</sup> See also *Guidelines for Leading Your Congregation*, available from Cokesbury.

<sup>2</sup> ¶ 246.2.

<sup>3</sup> ¶¶ 246.4-.5.

<sup>4</sup> ¶ 252.

<sup>5</sup> ¶¶ 253-57.

<sup>6</sup> ¶ 258.

<sup>7</sup> ¶¶ 258.3, 2525-2552.

<sup>8</sup> ¶ 248.

ten percent of the church membership.<sup>9</sup> Copies of any written requests are to be forwarded to the pastor. The church conference is United Methodism's purest democratic structure, providing an opportunity for every member of the local church to participate in both legislative and executive affairs.

The charge or church conference operates as the annual meeting of the church, presided over by the district superintendent or an elder designated for this purpose by the district superintendent. Charge conferences have general oversight of the trustees and the church council, which in turn has general oversight of the administration and program of the local church. The church council acts as the executive agency of the charge conference.<sup>10</sup> The church council may initiate planning, establish objectives, adopt goals and program plans for the ministries and the mission of the local church, and evaluate their effectiveness.<sup>11</sup> The charge conference is empowered to review and evaluate the total mission and ministry of the church and to adopt objectives and goals recommended by the church council that are in keeping with the objectives of the United Methodist denomination.

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<sup>9</sup> *Id.*

<sup>10</sup> *See* ¶ 252.

<sup>11</sup> *Id.*

# THE BOARD OF TRUSTEES

This subsection discusses the roles and duties of the local church board of trustees (the “BOT” or the “board”). The BOT is akin to the board of directors of a corporation. Like a board of directors, the BOT is charged with the responsibility of “managing” the property – both real and personal – of the local church. Thus, the BOT has a role similar to that of a trustee of a trust – it holds the title to property that is to be used for the benefit of others.

## **1. Membership, Election, Term, and Officers.**

A charge consisting of only one local church must have a BOT.<sup>12</sup> Its members are elected by the charge conference.<sup>13</sup> If a charge consists of more than one local church, each of those local churches shall establish a church local conference, which then elects the members of the BOT of the respective local church.<sup>14</sup> These boards must have at least three, but not more than nine, members.<sup>15</sup> Each member must be of legal age and two-thirds of the members must be members of The United Methodist denomination.<sup>16</sup> To provide for continuity on the board, trustees are usually elected to three-year terms, in staggered classes.

The BOT is required to meet and organize within 30 days following the beginning of the ensuing calendar or conference year, at a time and place designated by the chairperson.<sup>17</sup> At this meeting, the BOT is required to elect a chairperson (who must be a professing member of the local church), vice-chairperson (who must not be a part of the chairperson’s class), and secretary (who may also serve as the treasurer).<sup>18</sup>

Pursuant to ¶ 2531, board members may be removed from office under two specific circumstances. Withdrawal or exclusion from membership in the United Methodist denomination automatically terminates the board member’s term of office unless they were not a member of The United Methodist Church when elected. Failure of a member to properly execute any legal instrument relating to church property in accordance with the directions of the charge conference (if all legal requirements have been met) can lead to removal by a majority vote of the charge conference. Vacancies are filled by the charge conference through election of trustees for the unexpired terms only.

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<sup>12</sup> ¶ 2525.

<sup>13</sup> ¶ 2526.

<sup>14</sup> ¶ 2527.1. The charge may also establish its own BOT to hold title to and manage the property of the charge. Members of this board, of which there must be at least three, are elected by the charge conference. ¶ 2528.1.

<sup>15</sup> ¶ 2525.

<sup>16</sup> *Id.*

<sup>17</sup> ¶ 2530.1.

<sup>18</sup> *Id.*

The *Discipline* rules relating to the membership, election, and term may be modified if required by state corporate law.<sup>19</sup>

## **2. Fiduciary Duties of the Board of Trustees.**

Because members of the BOT hold property for others, the law imposes two basic duties on them: the duty of loyalty and the duty of care. The duty of loyalty requires that an individual member may not take part in a BOT action in which the member has an actual or potential conflict of interest without having first disclosed that conflict to the entire board. The members of the board, and the board as a whole, must make decisions only upon the basis of what is best for the local church. Any form of self-dealing is prohibited and any profit or advantage gained by a member due to self-dealing transactions must be returned to the beneficiaries.

In a local church setting, disclosure of the actual or apparent conflict should be followed by the member's abstention from participation in the decision. These situations can arise, for example, when dealing with construction (where members are contractors), financial management (where members are bankers or investment advisors), or insurance (where members are insurance agents). So long as the potential conflict is properly disclosed, and the member in conflict abstains from participation in the decision or selection process, the BOT may still elect to do business with the conflicted member. However, the BOT, as a whole, has a legal duty to ensure that its decisions are made in the best interest of the local church. This standard requires extra care when the BOT is considering doing business with an organization in which one of the members has a personal or professional interest. Care should be taken to document the disclosure and the abstention in the minutes in order to provide a record of it in the event of a challenge to the BOT's decision.

The duty of care requires members to act in good faith and in a manner they believe to be in the best interests of the local church. They should act with such care as an "ordinarily prudent person" would use under similar circumstances in the management of his or her own affairs. Thus, members are required to be diligent in attending meetings and in making sure they are properly informed as to the various aspects of the decisions to be made. Trustees who do not have time to attend meetings should resign from the board. Attendance at meetings and reading and understanding relevant materials concerning the issues at hand are vital. To the extent that the BOT is making decisions, it needs a reasonable basis for making those decisions.

Given the facts available at the time of the decision, members are required to use their best judgment in making their decision. While members are not held responsible for facts that they could not have known at the time the decision was made, they are expected to investigate all relevant issues before making a decision. It is not always sufficient to rely on the information

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<sup>19</sup> ¶ 2506.1.

provided by others. Decisions made in good faith and with reasonable care will usually be upheld when challenged, even if future developments prove the decisions to have been unwise. However, the BOT must keep track of the information available to and considered by it in making the decision in order to answer any such challenge. Regular and accurate minutes, including exhibits of information considered, should be kept.

The BOT is not absolved from the requirements of the duty of care by delegating its responsibility to others. For example, if a BOT entrusted with the management of a large sum of money employs an investment adviser to manage that money, the board is still ultimately responsible for the funds. The BOT may rely on delegates so long as the initial decision in choosing the delegates is well-founded and so long as it has no basis for concern about relying on the delegates. Any member who has knowledge, from whatever source, which cautions against the board's reliance on a particular person must disclose that knowledge. If the disclosure is not made, the member is not considered to be acting in good faith and may be personally liable for breaching his or her fiduciary duty of care.

### **3. Receipt and Investment of Funds.**

The local church board of trustees has broad powers in regard to investment of local church funds, including funds received from wills and bequests:

Subject to the direction of the charge conference as hereinbefore provided, the board of trustees shall receive and administer all bequests made to the local church; shall receive and administer all trusts; and shall invest all trust funds of the local church in conformity with laws of the country, state, or like political unit in which the local church is located. Nevertheless, upon notice to the board of trustees, the charge conference may delegate the power, duty, and authority to receive, administer, and invest bequests, trusts, and trust funds to the permanent endowment committee or to a local church foundation and shall do so in the case of bequests, trusts, or trust funds for which the donor has designated the committee or the local church foundation to receive, administer, or invest the same . . . .<sup>20</sup>

Where the gift or bequest is unrestricted, the BOT may make a recommendation to the charge conference regarding the use of the funds, but the charge conference makes the ultimate determination regarding the use of the funds. The charge conference should develop guidelines that give advance direction to the board in regard to the receipt and administration of funds.

In a local church, the district superintendent and the board must be sure that the terms of any donation are carried out. The charge conference has authority to direct the board of trustees

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<sup>20</sup> ¶ 2533.5.

regarding acceptance or rejection of any gift, bequest, or other conveyance.<sup>21</sup> The charge conference and the BOT should be cautious in this area and should consult with legal counsel about the benefits versus the burdens of accepting restricted gifts or bequests. When receiving bequests and gifts that have a restricted purpose, it is important to memorialize the terms and restrictions of the bequests, keep them properly organized in the church records, and keep proper financial accounting. If bequests, legacies, and trusts are encumbered with restrictive covenants that cause the board to be unable to meet the requirements of the *Discipline*, the charge conference may wish to instruct the board to reject it.

The Judicial Council ruled on a situation in which the administrative board of a local church had adopted a policy for the acceptance of financial gifts.<sup>22</sup> That policy provided that the church would accept financial gifts for the local church budget, local programs and projects approved by the administrative board, district programs and projects approved by the district council on ministries, special conference appeals approved by the annual conference, conference and general advanced specials, church-wide special Sunday offering approved by the *Discipline*, and any United Methodist appeal that meets the requirements of the *Discipline*. Designated gifts with conditions requiring the church to channel funds to recipients other than those stated above were rejected. The Judicial Council ruled that such a policy was proper and found that the administrative board has the authority and the obligation to initiate planning and to determine policy in reference to receiving of funds to be donated to the church or through the church.

The BOT should carefully examine any actions taken in regard to an investment or distribution of funds held in trust. If either a district superintendent or a board member becomes aware of a situation where the funds are being improperly invested, distributed to the wrong parties, or where proper reports of the investment by investment advisers or a trustee are not being made, he or she should determine why proper actions are not being taken. Failure to take action in such a case could expose a member or district superintendent to a charge that, in the case of a member, the duty of care was breached, or that, in the case of a district superintendent, the failure to make inquiries was negligent. When necessary reporting procedures are not followed, it is difficult to argue later that the proper standard of care was followed in the handling of the funds.

If the donor has given the BOT the discretion to invest the funds, most jurisdictions will require it to make decisions as a “prudent person” would when investing his own funds for his own purposes. This prudence will usually require sufficient diversification between equity and debt, in order to preserve capital and minimize risk, as well as consideration of the income potential of the various available investment strategies. When receiving a specific gift, the BOT should consider the appropriateness of retaining the security or selling it and investing the

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<sup>21</sup> ¶ 2529.3.

<sup>22</sup> See *Decision* 667.

proceeds. For example, lack of diversification may be a problem if a large percentage of the church portfolio is invested in a single stock or security. A “prudent person” standard probably would dictate selling the security to achieve a varied portfolio. Concerns for investment return and long-term growth also could dictate a more diverse portfolio. When a decision has been made to sell or purchase securities, a board resolution should be obtained. Funds also must be invested in conformity with the laws of the country, state, or other political unit in which the local church is located.<sup>23</sup>

The board, in consultation with the charge conference, should consider adopting investment guidelines and standards. The General Council on Finance and Administration has developed a Statement of Investment Guidelines, which is found at the end of Section IV of this Manual. It can be used as a starting point, by churches and their boards, in resolving issues relating to investment of local church funds.

Special attention should be given to the handling of original stock certificates and related original evidences of ownership. It is advisable to use a stockbroker to handle stock transactions. As long as the broker is reputable and properly bonded, it may be easiest to keep the church’s securities in street name accounts at the broker’s office (i.e., the original certificates are not held by the BOT, but rather by the brokerage house itself). Be aware that lost or misplaced certificates are expensive and cumbersome to replace. Certificates should be mailed by certified mail/return receipt requested, or if possible, personal delivery with a receipt from the brokerage house.

Often, there are specific legal and tax issues involved when dealing with the management and/or investment of property. Consult with an attorney or tax advisor to obtain an expert opinion on legal or tax questions.

Charge conferences may create alternative structures for the management of investment and fundraising, such as a local church Permanent Endowment and Planned Giving Ministry Committee<sup>24</sup> and/or a local church foundation.<sup>25</sup> If either permanent endowment fund committees or foundations are under consideration, care should be taken to define the relationships of these organizations to the charge conference and the local church board of trustees.

#### **4. Local Church Property and the Trust Clause.**

The BOT is not only responsible for the management of the local church’s funds. The *Discipline* also prescribes the duty to manage the local church’s real property to the BOT.<sup>26</sup>

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<sup>23</sup> ¶ 2533.5.

<sup>24</sup> ¶ 2534.

<sup>25</sup> ¶ 2535.

<sup>26</sup> See ¶ 2533.

Specifically, the BOT is responsible for the “supervision, oversight, and care of all real property owned by the local church . . . .”<sup>27</sup> This real property includes not only the church building itself, but also the church grounds and any parsonage owned by the church.

The BOT must make an annual review of the adequacy of property and liability insurance coverage on the church property and of the accessibility of the church to individuals with disabilities.<sup>28</sup> Insurance coverage should be adjusted upward as property values increase. In an inflationary environment, local churches often find themselves underinsured because coverages have been held static while inflation has increased property values. Periodic appraisals of the property enable the BOT to update the coverage to reflect the current value. Coverage that increases automatically by a set inflation factor is also available. Liability coverage should also be reviewed periodically. If a change in the use of church property is implemented, such as opening a day care center, school, or other new program, the BOT should review liability insurance needs with a qualified insurance agent and make any necessary adjustments. See Section V of this Manual for further discussion of insurance issues.

The BOT is also involved in the process of deciding whether or not to allow outside organizations to use the local church’s facilities.<sup>29</sup>

In regard to local church property, the board of trustees has certain responsibilities to the general Church. The trust clause discussed in ¶ 2501 and mandated by ¶ 2503 have been upheld by both state and federal courts as valid expressions of the rights of the denomination, through its annual conferences, to retain local church property where local congregations or churches have disbanded, left the denomination, been discontinued, or declared abandoned.

Great care must be taken to ensure that these clauses are protected in the event of legal attack, and that they are included in the necessary conveyances. Competent real estate counsel, knowledgeable about the *Discipline* and familiar with the Church’s structure, should be engaged. Conference chancellors are excellent sources of information and assistance. If such transactions are not carefully handled, questions regarding title validity and restrictions on the use of the property that could have been resolved at the outset, may lie dormant for years. These questions can become major problems when future efforts are made to convey the property or to use it for other purposes. The BOT must be especially aware of the risks and responsibilities inherent in the handling of real estate transactions. Discussion of, and checklists relating to, the purchase, sale, lease, mortgage, and transfer of local church property and the trust clause can be found in Section IV of this Manual.

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<sup>27</sup> ¶ 2533.1.

<sup>28</sup> ¶¶ 2533.2, .6.

<sup>29</sup> ¶ 2533.3.

## **5. Annual Report and Record Keeping**

The board of trustees is amenable to the charge conference and must make an annual report to it.<sup>30</sup> This written report must include the following:

1. The legal description and the reasonable valuation of each parcel of real estate owned by the church;
2. The specific name of the grantee in each deed of conveyance of real estate to the local church;
3. An inventory and the reasonable valuation of all personal property owned by the local church;
4. The amount of income received from any income-producing property and a detailed list of expenditures in connection therewith;
5. The amount received during the year for building, rebuilding, remodeling, and improving real estate, and an itemized statement of expenditures;
6. Outstanding capital debts and how contracted;
7. A detailed statement of the insurance carried on each parcel of real estate, indicating whether restricted by co-insurance or other limiting conditions and whether adequate insurance is carried;
8. The name of the custodian of all legal papers of the local church, and where they are kept;
9. A detailed list of all trusts in which the local church is the beneficiary, specifying where and how the funds are invested, clarifying the manner in which these investments made a positive contribution toward the realization of goals outlined in the Social Principles of the Church, and in what manner the income therefrom is expended or applied;
10. An evaluation of all church properties, including the chancel areas, to ensure accessibility to persons with disabilities; and when applicable, a plan and timeline for the development of accessible church properties.<sup>31</sup>

It is extremely important that the BOT is aware of its record keeping responsibilities. Each local church BOT should have a well-organized, complete, and current system of record maintenance that will establish the chain of ownership of all church-owned properties. In the event that conveyances, mortgages, or other actions concerning the local church property are contemplated, these records will be vital in preventing delays in the transactions. When real estate transactions are undertaken, this information will be required by potential buyers and/or financial institutions.

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<sup>30</sup> ¶ 2550.

<sup>31</sup> ¶ *Id.*

An up-to-date inventory of local church and parsonage contents also is a must. The BOT should retain records of purchases, consider supplementing the list with videotape of contents, and keep inventory materials off-site in a fireproof place, such as a safe deposit box.

For guidelines for local church records retention, visit the General Commission on Archives and History's [website](#).

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# PROPERTY UNDER MULTI-POINT CHARGES AND SHARED FACILITIES

The *Discipline* contains special provisions for pastoral charges consisting of two or more local churches. The basic purpose of these provisions – ¶¶ 2527-28 – is to ensure that each church controls its own property, even if it is a member of a multi-point charge, and to outline how issues relating to any shared facilities should be handled. A church local conference must be established in each of the local churches within the charge.<sup>32</sup> Each church local conference supervises and manages the property of its respective local church and elects the local church’s board of trustees.<sup>33</sup>

Paragraph 2528.4 provides for the apportionment of funds invested in parsonages, by local churches included within the charge, when one or more of the local churches separate from the charge. This paragraph also includes the provision that local churches that joined a charge after the acquisition of the parsonage are not entitled to receive a share of the value of the parsonage.

Property belonging to the entire charge may be vested in a board of trustees for the charge as a whole.<sup>34</sup>

The sharing of church buildings by congregations of differing racial, ethnic, and/or linguistic backgrounds presents its own unique set of challenges. In recognition of the increasing use of these arrangements, ¶ 2551 is designed to ensure that fairness and orderly procedures prevail. Consent of the district superintendent to such arrangements is required, as is notification of the district board of church location and building. Shared facilities arrangements between United Methodist congregations require a mutually agreed-upon written covenant relationship, passed by both charge conferences, that includes a statement of purpose and a reference to the length of time the arrangement is expected to run.<sup>35</sup> The purpose of the covenant is to enhance communication, facilitate coordination of schedules and building use, provide for cooperative building maintenance, and coordinate cooperative programs.<sup>36</sup> While mutually agreed upon sharing of expenses is acceptable, payment of rent by one United Methodist congregation to another is prohibited.<sup>37</sup>

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<sup>32</sup> ¶ 2527.

<sup>33</sup> *Id.*

<sup>34</sup> ¶ 2528.1.

<sup>35</sup> ¶ 2551.1a.

<sup>36</sup> *Id.*

<sup>37</sup> ¶ 2551.1b.

If a congregation seeks to share facilities with another, non-United Methodist congregation of a different ethnic or linguistic background, it must first consult with the pastor and the district superintendent.<sup>38</sup> In these scenarios, a written property-use agreement must be created.<sup>39</sup> This agreement must be approved by the district superintendent and the charge or church conference.<sup>40</sup>

All shared facilities arrangements, whether they are with another United Methodist congregation or with another denomination, require a 90 day notice, to the district superintendent and to the other parties to the covenant relationship, whenever a United Methodist congregation intends to terminate the arrangement.<sup>41</sup> The district superintendent must consent to the termination.<sup>42</sup>

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<sup>38</sup> ¶ 2551.2a.

<sup>39</sup> ¶ 2521.2b.

<sup>40</sup> *Id.*

<sup>41</sup> ¶ 2521.3.

<sup>42</sup> *Id.*

# MERGER OF LOCAL CHURCHES

The *Discipline* outlines the procedures to be followed by United Methodist local churches seeking to merge with another church:

1. Each charge conference involved must propose and adopt a resolution outlining terms and conditions of the merger;
2. For a charge conference that includes two or more local churches, the plan of merger must be approved by the church local conference of each of the local churches;
3. The appropriate resolutions must be approved by the district superintendent(s) of the district(s) in which the merging churches are located;
4. The requirements of the laws of the state or states in which the merging churches are located which effect or relate to the merger of the churches must be met. Particular attention should be paid to real property law in the state or states in which the merging churches are located<sup>43</sup>
5. Archives and records of merged churches are the successor church's responsibility.<sup>43</sup>

When contemplating a merger, a thorough review of all instruments relating to the local church properties in question, including deeds, mortgages, leases, etc., should be conducted. In some cases, ownership of church property and buildings is not absolute. Prior conveyances may contain restrictions on the transfer of church property to another entity, even if that entity is a church. If a merger is undertaken that involves church property, such restrictions may lead to title to a reversion. Therefore, it is important to ascertain whether or not the local church is legally capable of merging with another entity without the loss of its real property. Such a determination cannot be made without a thorough review of relevant documents by local legal counsel.

Under ¶ 2547, one or more United Methodist churches may merge with one or more churches of other denominations and become a single church. Merging churches of different denominations requires the resolution of potential legal problems involving titles to the merging churches' property and proper conveyancing of that property to the newly merged church. Procedures for an interdenominational merger are as follows:

1. After discussions between the relevant United Methodist district superintendent(s) and the corresponding officials of the other

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<sup>43</sup> ¶ 2546.

denominations involved, a plan of merger stating the terms and conditions of the proposed merger and including the denominational connection(s) of the merging church or churches must be approved by the United Methodist charge conference involved in the merger. Should the charge conference include two or more local United Methodist churches, the plan of merger, as approved by the charge conference, also must be approved by the church local conference of each local church;

2. The merger must be approved in writing by the superintendent of the district, a majority of the district superintendents, and the bishop of the area in which the merging churches are located;
3. Where applicable, the merger plan should include copies of the property conveyance instruments that shall contain the trust clause stated in ¶ 2503. Paragraph 2548 must be followed where property is involved.
4. The merger must meet the requirements of any and all local and state laws.<sup>44</sup>

Paragraph 2548 states that an annual conference may instruct and direct the local church BOT to deed church property to a federated church only with the consent of the presiding bishop, a majority of district superintendents, and the district board of church location and building. This procedure must come at the request of the charge conference or from a meeting of the membership of the church, when such a meeting is required by local law. The same approvals are required when the annual conference instructs the local church BOT to deed church property to one of the other denominations represented in the Pan-Methodist Commission or to another evangelical denomination under an allocation, exchange of property, or comity agreement.<sup>45</sup> Such agreements must be written, signed, and approved by the duly qualified and authorized representatives of all the parties involved.

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<sup>44</sup> ¶ 2547.

<sup>45</sup> ¶ 2548.2.

# INCORPORATION OF A LOCAL CHURCH

Paragraph 2529.1a vests the charge conference with the authority to direct the local church BOT to incorporate the church. The incorporation must be accomplished in accordance with local law and the *Discipline*. Minimum standards for a local church corporation are found in ¶¶ 2506 and 2529.2b. Incorporation should protect and exempt the individual officers and members of the local church, jointly and severally, from legal liability for and on account of the debts and other obligations of every kind and description of the local church.<sup>46</sup>

The first step in the incorporation process should be the retention of qualified legal counsel. Legal counsel should be very familiar with the structure of the United Methodist denomination, the trust clause (¶ 2503), the local church structure, and the various roles of the district superintendent as to certain local church matters.

## **1. Advantages of Incorporation.**

Under the law, a corporation is a separate legal entity from its officers, directors and incorporators, with the power to enter into contracts and agreements in its own name. The corporate form provides a continuous entity for the ownership and management of property and for the carrying out of the business and programs of the local church. If proven, assertions of liability for acts undertaken by the corporation may be satisfied only by corporate assets, not by the personal assets of the corporate directors, except in cases of fraud against the corporation by a director or when corporate formalities are not followed.

## **2. Powers.**

A corporation derives its powers and existence from the state. The sources of its powers are its charter and the general statute under which the corporation was organized. The statutes grant numerous specific powers relating to organization, the use and conveyance of property, the election of officers, the amendment of articles of incorporation and by-laws, the right of dissolution, etc.

The “express powers” of a corporation are those related to the business activities in which the corporation is engaged and that are enumerated in its charter. “Implied powers” arise out of reasonable inferences about the scope and intent of the language of the charter powers as they relate to certain facts and circumstances. Great care should be taken by the local church

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<sup>46</sup> ¶ 2529.1a.

corporation to ensure that its acts and transactions do not extend beyond its limits of authority. Such *ultra vires* acts should be expressly barred by the Articles of Incorporation.

### **3. Formation.**

Procedures for forming and organizing corporations vary from state to state. However, general incorporation statutes in every jurisdiction provide for the issuance of a certificate of incorporation to certain persons by a designated state official (usually the Secretary of State). The typical statute requires:

1. The preparation and execution of the articles of incorporation by the incorporators, and the acknowledgment of their signatures before a notary public;
2. The delivery of the articles of incorporation to the Secretary of State, including any other required incorporation papers and payment of requisite organizational fees;
3. Filing of the articles by the Secretary of State, and subsequent issuance by him or her of the certificate of incorporation;
4. The recording of the Certificate and Articles of Incorporation with the Recorder of Deeds, or any other county officials as required in the county or parish where the corporation is located;
5. The convening of the first corporate organizational meeting at the call of the directors to adopt by-laws, elect officers, and transact other business.

The articles of incorporation generally include the following provisions:

1. The name and address of the corporation;
2. The address of its registered agent for the service of process, notice, or demand upon the corporation within the state;
3. The duration or tenure of the corporation, which may be perpetual or limited (church corporations are typically perpetual);
4. The names and addresses of the incorporators;
5. A statement of purpose for which the corporation is formed;
6. The names of the individuals constituting the initial board of directors and the names and addresses of those who are to serve as directors until the first called meeting;
7. Membership in the corporation, and, in the case of the local church, specific reference to the *Discipline* provisions on incorporation of the local church;
8. The powers of the corporation;
9. Procedures for the adoption of by-laws by the board of trustees;

10. Definition of the quorum of directors needed to transact corporate business;
11. Procedures for amending the articles of incorporation;
12. Provisions for the distribution of assets upon dissolution of the corporation.

Upon completion of the required charter application and the articles of incorporation, these documents must be submitted to the district superintendent for his or her written approval. The purpose of obtaining the superintendent's written approval is to insure conformity of the documents with the *Discipline*, including all of the requirements of ¶ 2529.2*b*. Particular attention should be devoted to the following:

1. The corporation's stated purpose and powers must support the doctrine of the United Methodist denomination, and all its property must be subject to the "laws, usages, and ministerial appointments" of the Church.
2. The board of trustees, which ordinarily will serve as the board of directors of the corporation, must be properly selected. Officers of the board of trustees are the officers of the board of directors of the corporation.
3. The powers and responsibilities of the corporation, and its board of directors, should include the powers and responsibilities about property specified for the charge conference by the *Discipline*.
4. The members of the corporation are to be the members of the charge conference.
5. Should the corporation cease to exist, the title to all its property is to be vested in another 501(c)(3) tax exempt organization. We suggest the title vest in the annual conference board of trustees, to be held in trust for benefit of the local church, if it should continue to exist, and, if not, for the benefit of the conference or successor entity.
6. The articles of incorporation and the by-laws of the corporation that are submitted to the state should include the provisions of the *Discipline* by reference.
7. After completion of the incorporation, care should be taken to deed all property to the new corporation. Real property can be deeded by use of a quitclaim deed. This transfer can present an excellent opportunity to review the title to property, to determine if there are any limitations on reversionary interests, and to ensure the inclusion of the trust clause (¶ 2503).

Many states now have special not-for-profit corporation statutes or religious corporation statutes that significantly decrease the reporting requirements and filing costs for such corporations. Local counsel should be instructed to incorporate under such statutes if possible.

It might be helpful as well to consult with other local churches that have recently incorporated in your state to obtain samples of their forms for review, assuming their incorporation forms have been prepared by a knowledgeable attorney with attention to the unique structure of the United Methodist denomination.

*Sample incorporation forms, including bylaws, are included at the end of this section. Each state has different incorporation requirements, so these samples should only be used as starting points for the creation of documents tailored to a respective state's requirements.*

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# BUILDING COMMITTEES AND PROGRAMS

Paragraph 2544 provides a detailed outline of the process to be followed by local churches constructing a new building (including personages), purchasing a pre-existing building, or conducting a remodel (but only if the cost of the remodeling will exceed 25% of the value of the existing building or if property is being mortgaged to finance the remodeling). This paragraph is intended to ensure the financial ability of the local church to support the project, the practicality of the plans in relation to the needs of the church, the orderly development of plans and specifications, and approval of the membership.

In any of these instances, local churches must first establish a study committee.<sup>47</sup> This study committee must analyze the needs of the church and community, project potential membership and average attendance, write up its program of ministry in accordance with ¶¶ 201-4, and develop an accessibility plan.<sup>48</sup> The study committee report will be used by the building committee and will become a part of the reports presented to the charge conference and to the district board of church location and building.<sup>49</sup> Written consents of the pastor and district superintendent are required, as is site approval by the district board of church location and building.<sup>50</sup>

After these initial steps, the charge conference then must authorize the project at a regular or called meeting and elect a building committee.<sup>51</sup> The selection of a competent building committee is especially important. Only individuals qualified to assess building needs, plans, and financial arrangements should be selected. The committee should make diligent efforts to obtain, from within the local community, assessments of the reliability and competence of the architects and general contractors under consideration for the project. Price, reputation, and quality of work, as well as experience in working on church projects, are all factors to be considered. Additionally, the church can protect itself by requiring the contract to be bonded and by establishing a payout schedule that is contingent on the percentage of work completed.

The building committee has several duties. It must pay special attention to the accessibility of the church, parsonage, and/or other buildings to disabled persons.<sup>52</sup> It must ensure that adequate steps are taken to assure affirmative action in the selection of contractors.<sup>53</sup>

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<sup>47</sup> ¶ 2544.

<sup>48</sup> *Id.*

<sup>49</sup> *Id.*

<sup>50</sup> ¶¶ 2544.1-2.

<sup>51</sup> ¶ 2544.3.

<sup>52</sup> ¶ 2544.4c.

<sup>53</sup> ¶ 2544.9.

It must submit a need statement and architectural and financial plans to the district board of church location and building for approval.<sup>54</sup> After that approval, the written consent of the district superintendent, and the approval of the church conference have all been secured, the building committee then develops detailed plans and specifications, secures a reliable cost estimate, and then presents that information to the charge conference and the district board of church location and building.<sup>55</sup> Only after all of these steps have been met may the committee begin the construction.<sup>56</sup>

The *Discipline* contains other requirements for this process. The local church must acquire a fee simple title to the property being built or purchased.<sup>57</sup> That title should be guaranteed and the property should meet all applicable environmental standards.<sup>58</sup> There shall be no personal guarantees required of board or church members for any loans made to the church.<sup>59</sup> Additionally, local churches are prohibited from entering into contracts for materials and labor until cash, pledges, and loans are in place to assure payment of all obligations.<sup>60</sup>

When entering into construction contracts it is important to make sure that the insurance policy obtained by the general contractor names the church as an additional insured, not just as a “certificate holder” and includes the actual insurance policy numbers and a statement that the insurance is primary, rather than noncontributory.

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<sup>54</sup> ¶ 2544.5.

<sup>55</sup> ¶¶ 2544.-.7.

<sup>56</sup> ¶ 2544.8.

<sup>57</sup> ¶ 2544.10.

<sup>58</sup> *Id.*

<sup>59</sup> ¶ 2544.13.

<sup>60</sup> ¶ 2544.12.

# TRANSPORTATION SAFETY

Churches transport people to and from various church and community events and activities on a regular basis. Church transportation raises a number of important safety and regulatory issues. Because accidents can result in serious injury or the loss of life, and thus potentially significant financial liability, these issues are especially crucial. The following safety issues need to be reviewed by every church organization that has occasion to drive – or to ask a member to drive – children or adults to or from any church activity or event:

- Does the person operating the vehicle have a valid driver's license for the class of vehicle being driven?
- Does the person operating the vehicle have a safe driving record?
- Is the vehicle equipped with a freshly stocked first-aid kit?
- Is the vehicle equipped with proper safety equipment in case of an emergency?
- Has the vehicle been serviced and inspected on a regular basis?
- Is the vehicle equipped with seat belts for every passenger?
- Are a sufficient number of vehicles being used for the safe transport of the number of persons (i.e., no overloading)?
- Does the organization have adequate liability insurance for all vehicles, and does it cover vehicles owned and operated by volunteer members?
- Is the driver a responsible adult (age 25 or older)?
- Do any special federal or state regulations apply to the type of vehicle that is being driven (see below)?
- Does the church have a written safety policy for transportation? Is it being followed?
- Does the church use release forms, including medical authorization forms, for all trips?
- Does the church have insurance that covers all trips?
- Is the transportation safe enough that you would allow members of your own family to go on the trip?

The willingness of volunteers to take time from their busy schedules to transport children, youths, older adults, and others is so often taken for granted that it is easy to neglect any one of these important safety issues. Church organizations must remember that the repercussions from an accident involving an overloaded, unsafe, or unsafely driven vehicle can negatively affect the congregation and its ministry for many years. Every reasonable precaution needs to be taken to protect the safety of passengers on their way to or from a church activity or event.

## **1. Federal Bus Regulations.**

Churches that use buses or large vans to transport passengers across state lines may be subject to certain federal safety regulations. The regulations apply to any interstate transportation of “business private motor carriers of passengers” and “nonbusiness private motor carriers of passengers”. A church that owns or leases a bus or van will be a “nonbusiness private motor carriers of passengers” if: (1) the bus or van has a gross vehicle weight of 10,001 or more pounds or is designed to transport more than 15 passengers (including the driver), and (2) the bus or van is “involved in interstate transportation of passengers,” which basically means taking the bus or van outside of the state in which the church is located.

As nonbusiness private motor carriers, churches must comply with certain portions of the federal regulations in this area. Churches must mark all of their commercial motor vehicles (“CMV”) with the church name and the USDOT number and ensure that the CMV is properly equipped with all required operational and safety devices and is properly inspected, maintained, and repaired.<sup>61</sup>

Additionally, drivers of church buses must meet certain criteria in order to drive the vehicle. The driver must:

1. Be able to read and speak English;
2. Have enough experience and/or training to safely operate the CMV and to determine that any cargo (including passenger baggage) has been properly located, distributed, and secured;
3. Be physically qualified to drive a CMV;<sup>62</sup>
4. Have a current and valid CMV operator’s license from only one state;
5. Not be disqualified to drive a CMV;<sup>63</sup>
6. Pass a road test, or its equivalent;
7. Confirm that various parts of the CMV are in good working order;<sup>64</sup> and
8. Not be ill or fatigued.<sup>65</sup>

Church buses may also be subject to certain state regulations, as well. Every local church that owns, or is considering the purchase of, a bus should inquire of the appropriate state authority regarding the existence of any such regulations.<sup>66</sup>

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<sup>61</sup> See [49 C.F.R. §§ 390-93, 96](#).

<sup>62</sup> See [§ 391.41](#) for the list of specific physical qualifications. Note that [§ 391.68](#) exempts church bus drivers from all medical examination and medical examiner’s certificate requirements.

<sup>63</sup> See [§ 391.15](#).

<sup>64</sup> See [§ 392.7](#).

<sup>65</sup> See generally, [§§ 391, 392, 396](#).

<sup>66</sup> See e.g., the [Ohio Church Bus Inspection Manual](#).

## **2. Van Safety Concerns.**

It is important to be well advised on what type of vehicle is the safest. Many churches use large vans to transport children or adults because they cost less than buses. Buying a used or less expensive vehicle that does not have adequate safety standards should never happen. From the standpoint of protecting children, federal government studies have determined that vans of any size are not only less safe than school buses, but are also less safe than ordinary private passenger cars (which in recent years have had to meet certain design standards for safety).

These articles – see [here](#) and [here](#) – by Richard R. Hammar provide an excellent overview of the safety and regulatory concerns regarding church vans.

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# APPENDIX

The following pages contain samples of documents common to the incorporation of a local church and are adapted from those created for use by the South Carolina Annual Conference. These examples do not and cannot include the specific requirements of each individual state. They should only be used as a baseline framework for what these documents typically cover. **Each local church should consult with local legal counsel to ensure that all specific state law requirements are met.**

There is also a sample set of bylaws for the incorporation of a church affiliated organization.

# INCORPORATION CHECKLIST

- \_\_\_\_\_ 1. The Church Council or the Board of Trustees recommends to the Charge Conference that the local church incorporate.
- \_\_\_\_\_ 2. District Superintendent authorizes convening of Charge Conference for the purpose of incorporating local church and transferring church's property to the new church corporation.
- \_\_\_\_\_ 3. Provide notice to congregation of time, place and purpose of Charge Conference.
- \_\_\_\_\_ 4. Hold Charge Conference. May use enclosed "Charge Conference Resolution" instructing the Board of Trustees to incorporate the church, naming the incorporating trustees, and authorizing the transfer of church property to the new corporation
- \_\_\_\_\_ 5. Board of Trustees selects attorney(s), incorporator(s), and registered agent. Trustees approve, using enclosed "Board of Trustees Resolution".
- \_\_\_\_\_ 6. Attorney prepares enclosed Articles of Incorporation and if requested orders a seal (optional). The initial incorporator(s) executes the Articles.
- \_\_\_\_\_ 7. If the church owns real property, an attorney will prepare deeds transferring the unincorporated church's property to the new church corporation.
  - \_\_\_\_\_ a) Verify that there are no unusual restrictions in the chain of title to the church property that would prevent it from being assigned to a new church corporation.
  - \_\_\_\_\_ b) Include in the deed(s) the proper trust clause from ¶ 2503.
  - \_\_\_\_\_ c) If real property is under mortgage, it may be necessary to get the lender's prior approval to deed the property to the new corporation. Bank may require new church corporation to ratify, guarantee, or re-execute loan documents.
  - \_\_\_\_\_ d) The trustees execute the deed(s) on behalf of old unincorporated church.
- \_\_\_\_\_ 8. File: original and one copy of Articles with the Secretary of State; deed(s) at the county courthouse.
- \_\_\_\_\_ 9. Corporation's Board of Trustees holds organizational meeting. Approve and execute enclosed "Waiver of Notice", "Minutes", and "By-Laws".
- \_\_\_\_\_ 10. If the church does not have a federal employer identification number (EIN), request one from the IRS using [Form SS-4](#). On line 8a, enter the UMC's General Exemption Number (GEN) which is 2573.

- \_\_\_\_\_ 11. Consult with a local attorney to determine the necessity of filing any applications for exemption in relation to property taxes, or other similar documents.
- \_\_\_\_\_ 12. Verify with your insurers (property, liability, vehicle, workers compensation, etc.) whether changes are required in your various insurance coverages.
- \_\_\_\_\_ 13. Be aware that other licenses or contracts may need to be adjusted to reflect the church's new status as a nonprofit corporation. Consider status of other church programs offered to non-members such as day care program or pastoral counseling center.

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# SAMPLE CHARGE CONFERENCE RESOLUTION

WHEREAS, the Bishop and the District Superintendent have recommended that every local United Methodist Church consider incorporation under the [STATE NON-PROFIT OR RELIGIOUS CORPORATION ACT] and in accordance with *The Book of Discipline of The United Methodist Church* (hereafter “the *Discipline*”); and

WHEREAS, said members of the Charge Conference have been duly notified of the special meeting of the Charge Conference of this said association for the purpose of considering said recommendation to incorporate this local church, which meeting has been duly authorized and called in accordance with the *Discipline*; and

WHEREAS, it will become necessary upon the incorporation of said association to transfer all of the property of said association both real and personal to the new corporation.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The membership of the Charge Conference of \_\_\_\_\_ United Methodist Church, an unincorporated association, duly called and convened, do hereby authorize and direct the incorporation of the said association as

[NAME OF LOCAL CHURCH CORPORATION]

a [STATE] nonprofit religious corporation in accordance with the *Discipline* and for the purposes as set forth in the *Discipline*, and do further authorize and direct the Board of Trustees of this association to forthwith cause proper Articles of Incorporation to be prepared, executed, and transmitted forthwith to the Office of the Secretary of [STATE] for filing therein, and that By-Laws, resolutions, minutes, or other documents required by [STATE] law and the *Discipline* be prepared as necessary, and that the expense of said incorporation be paid from the General Treasury of said association.

2. The following are designated as the original Board of Trustees of said new nonprofit corporation:

[NAMES OF TRUSTEES]

3. The Board of Trustees of said association in order to perfect further and carry on the operation of said association as a corporation and to comply with the *Discipline* is directed to prepare, transfer and convey unto the newly formed corporation, by proper deeds, bills of sale, and other instruments, all the property of said association, real and personal, of whatever kind and description whatsoever, subject to all encumbrances and liabilities of the unincorporated association and that thereupon all the right, privileges, immunities, powers, franchises, and

authority and all the property and obligations of such unincorporated association shall pass to, vest in, and be the property and (in the case of encumbrances and liabilities) obligations of the corporation so formed, and that the expense of said transfer and conveyance and all matters necessary and incidental thereto shall be borne by and paid from the General Treasury of said unincorporated association.

4. The said Board of Trustees is further authorized to do and perform any and all acts necessary to carry this resolution into full force and effect.

APPROVED, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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Secretary, Charge Conference

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# SAMPLE BOARD OF TRUSTEES RESOLUTION

WHEREAS, the Charge Conference has directed this Board by its proper officers to prepare, execute, and file Articles of Incorporation, By-Laws, deeds, and other documents for this religious, unincorporated association in order to complete its incorporation under the laws of [STATE].

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Chairperson and Secretary are authorized to retain legal counsel for the purpose of causing Articles of Incorporation to be prepared, executed, and filed with the Secretary of State of [STATE] as a religious nonprofit corporation; to prepare By-Laws and minutes necessary to complete the organization of the Corporation; to prepare, have executed and record in the proper office of the Register of Mesne Conveyances or Clerk of Court deeds transferring all church real estate from the old association to the new Corporation (said deeds to contain the proper trust clauses as required by the *Discipline*); and to ensure that the Corporation is qualified under Section 501(c)(3) of the Internal Revenue Code.

2. The following person(s) is (are) designated as the incorporators of said new nonprofit corporation (only one incorporator required, typically Chairperson of the Board of Trustees):

[NAMES OF TRUSTEES]

3. The following is designated as Registered Agent of this corporation upon whom any process, notice, or demand required or permitted by statute to be served upon the corporation may be served (either name or title, such as Chair of Trustees, Business Manager, or Pastor):

Name: \_\_\_\_\_

Church address: \_\_\_\_\_

4. The Chairperson and Secretary of the Board are authorized and directed to do and take such actions as they deem necessary to carry into effect the foregoing resolutions, all pursuant to *The Book of Discipline of The United Methodist Church*.

APPROVED, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Secretary, Board of Trustees

# SAMPLE ARTICLES OF INCORPORATION

[STATE]  
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF  
A [STATE] NONPROFIT CORPORATION

1. The **name** of this nonprofit corporation is

[CHURCH NAME, INCLUDING “INC.” OR OTHER REQUIRED DESIGNATION]

2. The initial **registered office and principal office** of the nonprofit corporation is (Street address, city, county, state and zip code of church):

[ADDRESS]

and the **registered agent** of the nonprofit corporation at that office is:

[TITLE]: \_\_\_\_\_

3. **Purpose.** The nonprofit corporation is a religious corporation. It is organized as a local United Methodist Church exclusively for religious purposes, supports the doctrine of The United Methodist Church, and declares itself and all of its property subject to the law, usages and ministerial appointments of The United Methodist Church.

The Corporation is to be operated exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of its charter, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under

Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. **Members.** The corporation will have members. Upon the filing of these Articles of Incorporation, the members of the former unincorporated local United Methodist Church shall be members of such corporation. Only those members of the Corporation who are members of the Charge Conference, as defined in *The Book of The United Methodist Church* (hereafter “*the Discipline*”), are entitled to vote at a meeting of the members; *provided, however* if the District Superintendent convenes a Charge Conference as a Church Conference, all members of the Corporation present shall be entitled to vote.

5. **Powers.** The business of this corporation shall be conducted in conformity with the *Discipline* as the same now exists or as may hereafter be amended, changed, or modified, and the bylaws of the corporation shall include the *Discipline* and no bylaws shall be adopted inconsistent with the provisions of the *Discipline*.

In addition to the powers and duties granted to this corporation by the *Discipline*, the corporation assumes for itself all the rights, powers, and privileges and immunities which are now, and which may be during the existence thereof be conferred by law upon a corporation with a similar character, provided the same are not inconsistent with the *Discipline*. All amendments, bylaws, and regulations of this corporation shall at all times be in conformity with the *Discipline* and must be approved, in writing, by the pastor and the district superintendent.

But notwithstanding the above, however, at no time shall any of the amendments, bylaws, or regulations of the corporation be prohibited by or in conflict with the nonprofit corporate laws of the [STATE].

6. **Term.** This corporation shall exist in perpetuity. If for any reason the corporation shall be abandoned, discontinued, or cease to exist as a legal entity and its charter shall expire or be terminated, the title to all its property both real and personal shall be vested in and be the property of the [ANNUAL CONFERENCE] of The United Methodist Church, pursuant to the *Discipline*, provided it is then an organization qualified under Section 501(c)(3) of the Internal Revenue Code of the United States; and if not, to any other organization, designated by such Annual Conference, which is then qualified under Section 501(c)(3) of the Internal Revenue Code of the United States. The Corporation cannot sever its connectional relationship to The United Methodist Church without the Annual Conference’s consent.

7. The name, address (with zip code) and signature of each incorporator is as follows (only one required):

[LIST NAME, ADDRESS, AND SIGNATURE OF EACH INCORPORATOR]

# **SAMPLE CORPORATE BY-LAWS**

## **BY-LAWS OF**

[CHURCH NAME, INCLUDING "INC." OR OTHER REQUIRED DESIGNATION]

[CITY, COUNTY, STATE]

### **ARTICLE I**

#### **IDENTITY**

These are the By-Laws of the above-named United Methodist Church, a nonprofit religious corporation organized and existing pursuant to the laws of [STATE], with its principal place of business at the above stated city and county in [STATE] (hereafter, "the Corporation").

### **ARTICLE II**

#### **PURPOSES AND POWERS**

Section 1. The Corporation is organized as a local United Methodist Church exclusively for religious purposes, supports the doctrine of The United Methodist Church, and declares itself and all of its property subject to the law, usages and ministerial appointments of The United Methodist Church.

Section 2. All the powers authorized and permitted by *The Book of Discipline of the United Methodist Church* (as amended from time to time by its General Conference) (hereinafter, "*the Discipline*") for a local church corporation shall be the powers of this Corporation, together with such powers as granted to religious corporations in the [STATE NON-PROFIT OR RELIGIOUS CORPORATION ACT], as amended from time to time.

### **ARTICLE III**

#### **GOVERNANCE**

Section 1. The Corporation shall look to these By-Laws, to the *Discipline*, and to the laws of [STATE] with reference to non-profit religious corporations for guidance in the operation of its affairs.

Section 2. Where these By-Laws conflict with the *Discipline*, the *Discipline* shall control.

Section 3. Where these By-Laws conflict with the laws of [STATE] with reference to non-profit religious corporations, [STATE] law shall control.

## ARTICLE IV

### MEMBERS

Section 1. The initial members of the Corporation shall be the members of the local church congregation immediately prior to incorporation. Persons subsequently becoming members of the local church congregation shall be members of the Corporation, and persons ceasing to be members of the local church congregation shall cease to be members of the Corporation.

Section 2. Only those members of the Corporation who are members of the Charge Conference, as defined in the *Discipline*, are entitled to vote at a meeting of the members; provided, however if the District Superintendent convenes a Charge Conference as a Church Conference, all members of the Corporation present shall be entitled to vote.

Section 3. The annual meeting and any special meeting of the members (whether convened by the District Superintendent as a Charge Conference or a Church Conference) shall be convened and held, with notice, quorum and voting rights, all as provided for in the *Discipline*.

## ARTICLE V

### BOARD OF TRUSTEES

Section 1. The number, qualifications, and constitution of the Board of Trustees, their term in office and their method of election, removal and replacement shall be in accordance with the provisions of the *Discipline*.

Section 2. An organizational meeting of the Board of Trustees shall be held in January.

Section 3. Special meetings of the Board of Trustees may be called by the Chairperson or as otherwise provided by the *Discipline*.

Section 4. Notice of all regular and special meetings of the Board of Trustees shall be given to each Trustee personally or by mail, church bulletin, telephone or fax machine, at least five (5) days prior to the date of the meeting. Notice may be waived as provided for in the

[STATE NON-PROFIT OR RELIGIOUS CORPORATION ACT] and the *Discipline*. The notice shall include the date, hour and place of all such meetings.

Section 5. A quorum at any Trustees' meeting shall consist of a majority of the Board of Trustees, as constituted at the time of such meeting. The acts approved by a majority of those present at any meeting, at which a quorum is present, shall constitute the acts of the Board of Trustees. Less than a quorum may adjourn a meeting, from time to time, until a quorum is present.

## ARTICLE VI

### OFFICERS

Section 1. The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and if need requires, a Treasurer, or as provided in the *Discipline*. The office of Secretary and Treasurer may be held by the same person. The Chairperson, Vice Chairperson, and Secretary shall be members of the Board of Trustees.

Section 2. The Chairperson, a Vice Chairperson, a Secretary and if need requires a Treasurer shall be elected at the organizational meeting of the Board of Trustees, and all such officers shall hold office until the second annual meeting of the Board following their election and until such time as their successors are duly elected and qualified.

Section 3. Any officer may be removed from his or her office at any time by a majority vote of the Board of Trustees, as then constituted, notwithstanding the fact that the term for which he or she may have been elected has not expired. No cause need be assigned for any removal under this section.

Section 4. Any vacancy in any office, regardless of the cause, may be filled by the Board of Trustees at any regular or special meeting.

Section 5. The Chairperson shall preside at all meetings of the Board of Trustees. The Chairperson shall execute all contracts authorized by the Board of Trustees and shall perform such other duties as are incident to the office or properly required of him or her by the Board of Trustees.

Section 6. The Vice Chairperson shall perform the duties of the Chairperson in the absence or disability of the Chairperson. In addition, the Vice Chairperson shall have such powers and discharge such duties as may be properly assigned to him or her, from time to time, by the Board of Trustees.

Section 7. The Secretary shall keep a record of all proceedings at the meetings of the Board of Trustees. He or she shall attend to the giving of notices, have custody of the corporate seal, attest when necessary the signature of the Chairperson, and affix the seal to all instruments required to be executed under seal and authorized by the Board of Trustees. He or she shall have such other powers and perform such other duties as are incident to the office or properly required of him or her by the Board of Trustees.

Section 8. If elected, the Treasurer shall be in charge of all the monies and securities belonging to the Corporation. The Treasurer shall cause the monies of the Corporation to be deposited in the name of the Corporation in such banks or other institutions as the Board of Trustees may designate; and shall cause the securities of the Corporation, together with other valuable documents of the Corporation to be deposited for safekeeping with such bank or institution as the Board of Trustees may designate. The Church Treasurer who is elected by the Charge Conference may also serve as Treasurer of the Corporation if the Board of Trustees and the Charge Conference so agree. The Treasurer shall have such other powers and perform such other duties as are incident to the office or properly required of him or her by the Board of Trustees or the Charge Conference.

## **ARTICLE VII**

### **FISCAL YEAR AND AUDIT**

Section 1. The fiscal year of the Corporation shall commence on the 1st day of January and end on the 31st day of December.

Section 2. Audit requirements and procedures for the local church as set forth in the *Discipline* shall be complied with.

## **ARTICLE VIII**

### **FIDELITY BONDS AND INSURANCE**

The Corporation shall comply with the fidelity bond and insurance requirements for the local church as set forth in the *Discipline*.

**ARTICLE IX**

**AMENDMENTS**

Upon the written approval of the pastor and the district superintendent, these By-Laws may be amended by a two-thirds vote of the full Board of Trustees (as then constituted) at any meeting of the Board of Trustees, provided that the notice of such meeting clearly sets forth the proposed changes which are to be considered.

**ARTICLE X**

**SEAL**

The Corporation may have a seal of such design as the Board of Trustees may adopt setting forth the name of the Corporation.

**ARTICLE XI**

**INDEMNITY OF TRUSTEES AND OFFICERS**

The Corporation is authorized to indemnify its trustees and officers to the full extent permitted in the [STATE NON-PROFIT OR RELIGIOUS CORPORATION ACT], as amended from time to time.

Effective as of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Secretary

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# SAMPLE MINUTES

## MINUTES

### ORGANIZATIONAL MEETING OF THE BOARD OF TRUSTEES

The organizational meeting of the Board of Trustees of [NAME OF CHURCH CORPORATION], a corporation incorporated under the [STATE NON-PROFIT OR RELIGIOUS CORPORATION ACT], was held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, pursuant to a written waiver of notice signed by all the Trustees fixing said place and time and specifying the purpose of the meeting.

There were present [NAMES OF TRUSTEES PRESENT AT MEETING], constituting a majority or more of the full Board.

[NAME] was chosen as temporary chairperson and [NAME] was chosen as temporary secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting, signed by all the Trustees.

The Chairperson stated that the first business to come before the meeting was the election of officers to hold office until December 31 of this year, or until their respective successors are elected and qualified, and called for nominations. The following persons were nominated to the offices of the corporation set opposite their respective names:

CHAIRPERSON: \_\_\_\_\_

VICE CHAIRPERSON: \_\_\_\_\_

SECRETARY: \_\_\_\_\_

TREASURER: \_\_\_\_\_

All the Trustees present having voted, the Chairperson announced that the aforesaid persons had been elected to the offices set before their respective names.

The duly elected Chairperson thereupon took charge of the meeting and the Secretary entered upon the discharge of his/her duties.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that the seal, an impression of which is herewith affixed, be adopted as the corporate seal of the corporation.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that the By-Laws, a copy of which was presented to the meeting and read section by section by the secretary, be adopted as the By-Laws of the Corporation.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that the Articles of Incorporation heretofore filed with the Secretary of State of [STATE] by [NAME(S)] as Incorporator(s), on \_\_\_\_\_, 20\_\_\_, be, and are hereby, adopted in all respects as the charter for the corporation.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that, unless otherwise ordered, all meetings of the Board of Directors shall be held at the Office of the corporation at [ADDRESS AND LOCATION FOR BOARD MEETING].

Upon motion, duly made, seconded and carried, it was

RESOLVED, that the Treasurer is authorized and directed to open a deposit account of the corporation at [BANK] and to perform any and all acts necessary and incidental thereto.

RESOLVED, FURTHER, that the Treasurer be, and he/she is hereby authorized to pay all fees and expenses incident to and necessary for the organization of the corporation.

The Secretary was authorized and directed to procure the proper corporate books. The Secretary was further instructed to file with the minutes of the meeting:

- (a) Waiver of Notice;
- (b) Copy of By-Laws;
- (c) Articles of Incorporation.

There being no further business, the meeting was adjourned.

\_\_\_\_\_  
Secretary

APPROVED BY:

[NAMES AND SIGNATURES OF ALL TRUSTEES PRESENT AT THE MEETING]

# **SAMPLE WAIVER OF NOTICE**

## **WAIVER OF NOTICE OF ORGANIZATION MEETING OF THE BOARD OF TRUSTEES**

We, the undersigned, being all the Trustees of [NAME OF CHURCH CORPORATION], a corporation incorporated under the [STATE NON-PROFIT OR RELIGIOUS CORPORATION ACT], do hereby waive notice of the time, place and purpose of the first meeting of the Board of Trustees of said corporation.

We designate the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, as the time and [LOCATION ADDRESS] as the place of said meeting, the purpose thereof being to elect officers, complete the organization of said corporation, and to transact such other business as may be necessary or advisable.

Dated: \_\_\_\_\_

[NAMES AND SIGNATURES OF TRUSTEES]

# **SAMPLE ARTICLES OF INCORPORATION FOR CHURCH AFFILIATED ORGANIZATION**

ABC CHILDREN'S CENTER  
A Nonprofit Corporation

## **ARTICLE I**

The name of this corporation is ABC CHILDRENS CENTER.

## **ARTICLE II**

### Section 1. Purposes:

1.1 To operate exclusively for religious, charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Its purpose is to extend the Christian ministry of the XYZ United Methodist Church, Anywhere, USA, a nonprofit religious corporation, through a community outreach program to children. The objective of the program is to provide a comprehensive early childhood education in a Christian environment, with emphasis on Christian values, to children and families living in and around the Anywhere, USA area. The program shall be an integral part of the ministry of the local church.

1.2 This corporation is a religious corporation.

### Section 2. Limitations:

2.1 The corporation shall have no capital stock, and no part of its net earnings shall inure to the benefit of any director or officer of the corporation, or any private individual.

2.2 No director or officer of the corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or the winding up of its affairs. Upon such dissolution or winding up, all the remaining assets of the corporation shall be distributed by the Board of Directors to the XYZ United Methodist Church, Anywhere, USA, if it exists, but if it does not exist, then to the Anywhere, USA Annual Conference of The United Methodist Church, or its successor.

2.3 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except as may be permitted to § 501(c)(3) organizations by the Internal Revenue Code, and the corporation shall not participate

in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

2.4 Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under §501 (c) (3) of the Internal Revenue Code as now stated, or as it may be hereafter amended, or by an organization contributions to which are deductible under §170 (c) (2) or such Code as now stated, or as it may be hereafter amended.

Section 3.     Powers:

In general, and subject to such limitations and conditions which are or may be prescribed by law, or in the corporation's Articles of Incorporation, Bylaws or in the United Methodist Book of Discipline, the corporation shall have all powers which are now or hereafter conferred by law upon a corporation organized for the purpose set forth above, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purpose of the corporation. The corporation at all times shall comply with the policies and practices of the United Methodist religious denomination, as embodied in its Book of Discipline.

### **ARTICLE III**

Section 1.     Members:

The corporation shall have no members. The Board of Directors, however, may create a class of membership designated "contributing membership." An honorary or contributing membership shall constitute a nominal membership only. Honorary or contributing members shall not be entitled to vote on any matter nor shall have any other rights with respect to the corporation.

Section 2.     Management:

The management of the corporation will be vested in a board of no less than seven (7) directors. The number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of directors shall be prescribed in the Bylaws of the corporation.

### **ARTICLE IV**

The name and address of the initial registered agent is Name, Anywhere, USA, who has consented to act as registered agent. The principle office address of the corporation is Anywhere, USA.

## **ARTICLE V**

No amendment may be made either to these articles of incorporation nor to the Bylaws of the corporation unless such amendment has first been approved by the Administrative Council of the United Methodist Church, Anywhere, USA, acting in a duly called meeting. Subject to the requirement for such consent, the Board of Directors shall have full authority to make, amend and repeal both these articles and any Bylaws.

## **ARTICLE VI**

The corporation shall indemnify each of its directors and officers, whether or not then in office (and his executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which he or she may have been made a party because the person is or was a Director or officer of the corporation. Such person shall have no right to reimbursements, however, in relation to matters as to which he or she has been adjudged liable to the corporation for acts of bad faith in the performance of duties. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

## **ARTICLE VII**

The names and addresses of the incorporators are as follows:

John Q. Doe  
Anywhere, USA

Mary Q. Smith  
Anywhere, USA

Adopted by the incorporators \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
John Q. Doe, Incorporator

\_\_\_\_\_  
Mary Q. Smith, Incorporator

# **SAMPLE BYLAWS FOR CHURCH AFFILIATED ORGANIZATION**

ABC CHILDREN'S CENTER  
A Nonprofit Corporation

## **ARTICLE I**

### **Purpose**

The purpose of ABC Children's Center (ABC) is to extend the Christian ministry of the XYZ United Methodist Church, Anywhere, USA, a nonprofit religious corporation (XYZ), through a community outreach program to children. The objective of ABC is to provide a comprehensive early childhood education in a Christian environment, with an emphasis on Christian values, to children and families living in and around the Anywhere, USA area. The program shall be an integral art of the ministry of the local church.

## **ARTICLE II**

### **Board of Directors**

The property, affairs, concerns, direction and business of ABC shall be managed by a Board of Directors. The Board of Directors shall pursue such policies and principles as shall be in accordance with the provisions of these By-Laws, XYZ policy and program guidelines, the statutes of the State of Anywhere, USA, and the policies and practices of the United Methodist religious denomination, as set forth in its Book of Discipline. The Board shall carry out the mission of the Church for this corporation as described in the corporation's purpose. The Board shall report to the Administrative Council (Administrative Council) of XYZ at regular intervals as may be requested by the Administrative Council.

#### **Section A. Number and Qualifications:**

1. There shall be seven (7) directors of ABC.
2. Selection of directors should endeavor to reflect the demographic profile of the community served.
3. All directors must accept and support the mission and purpose of this Corporation as set forth in its Articles of Incorporation and By-laws and subject to the Book of Discipline.

4. The Member-at-Large directors and the Pastor's director must be XYZ or members of the Anywhere Annual Conference.

Section B. Professional Directors:

1. One director shall be selected by the Board from each of the two professional areas listed below.

a. An Advisory Committee set up by the Executive Director shall nominate one director from the educational or health care community who must have academic preparation and/or be employed at the time of selection in the field of early childhood education or primary education; or in the field of health care, such as nursing, medicine or mental health.

b. The Executive Director shall recommend to the Board for nomination one Director from an agency, organization or program serving children and families.

2. *Member-at-Large Directors:* Three directors shall be nominated and selected for Member-at-Large positions by the Board. These Directors shall be interested individuals who have general knowledge, expertise and experience to bring to the Board.

3. *Pastor's Director:* The Pastor, or one individual recommended for selection by the Pastor, shall serve as the Pastor's Representative.

4. *Parent Director:* The Executive Director shall recruit and recommend for selection one parent who has a child attending the program.

Section C. Term:

Each director, with the exception of the initial directors and the Parent Director, shall have a term of three (3) years and may be renominated at the discretion of the Board. The Parent Director shall have a non-renewable, one-year term. Term rotation shall be two terms expiring in Years 1, 2 and

Section D. Initial Directors:

One-third (1/3) of the initial directors, other than the Parent Director, will serve a one year term. One-third (1/3) of the initial directors will serve a two year term except for the Parent Director who shall serve a one year term.

Section E. Nomination and Ratification:

1. Directors shall be nominated as set forth above, elected by the Board of Directors, and ratified by the Administrative Council. If the Administrative Council rejects an elected director, the Board shall nominate another director for ratification by the Administration Council.

2. Directors shall be elected at the annual meeting.

3. Each individual elected and ratified, as a director of ABC shall have one vote on the Board of Directors.

Section F. Directors' Limitations:

Individual directors shall have no authority to act or speak on behalf of ABC without the written approval of the Board of Directors.

Section G. Removal of Directors:

1. A director may be removed, with or without cause and with or without an assignment of any reason thereof, by a two-thirds majority vote of the directors of ABC. The Board of Directors may assign to the Planning, Policy and Procedures Committee, the task of investigating the ABC Children's Center removal of any Director after a majority vote by the Board and approval of the Administrative Council. Due process shall be used with a notification to the involved Director.

2. Any removal vote shall be by secret ballot.

3. If a Director: (a) has an unexcused absence from a mandatory Board training, (b) fails to maintain the confidentiality required of certain Board matters and actions, and (3) has three consecutive unexcused absences from regular Board Meeting the Board of Directors shall hold a meeting for the purpose of evaluating the removal such Director.

Section H. Vacancies of the Board of Directors:

The Board of Directors shall nominate a Director to fill any vacancy in the Board of Directors for ratification by the Administrative Council. If the Administrative Council rejects such nomination, the Board of Directors shall nominate another Director to fill such vacancy subject to ratification by the Administrative Council. Upon ratification by the Administrative Council, such Director shall serve for the unexpired term of his or her predecessor in office.

Section I. Nepotism:

Anyone related to a Program staff member shall not be nominated for or elected to the Board of Directors.

Section J. Conflict of Interest:

When a conflict of interest occurs, any Director who has knowledge of such conflict must state the nature of the conflict of interest for the record. Directors who have a conflict of interest on a particular issue shall refrain from voting on that issue. Such a conflict arises when a Director, any member of his/her immediate family, his/her partner, or an organization which

employs or is about to employ any of the above, has a financial or other interest in the issue, or any other circumstance which would prevent a reasonable person from being impartial.

Section K. Director's Compensation:

1. Directors of ABC shall serve without compensation.
2. The Board of Directors shall follow the adopted policies that clarify reimbursement of expenses.

Section L. Responsibilities:

In addition to all responsibilities imposed upon Directors by law, XYZ policy and program guidelines or elsewhere in these By-laws, Directors shall be required to attend Board Training sessions, read and understand the By-laws and any contract entered into by ABC.

### **ARTICLE III**

#### **Officers**

The officers of ABC shall be a Chairperson, a Vice Chairperson, and a Secretary.

Section A. Term of Office:

The officers shall hold office for a term of one (1) year.

Section B. Nominations:

Nominations shall be taken from the floor at the annual meeting or at such other time as two-thirds of the Board of Directors shall determine.

Section C. Elections:

1. Election shall be by secret ballot. Two directors who have not been nominated for office shall count the votes.
2. The nominee receiving the majority of votes in each category shall be elected.

Section D. Duties of the Officers of the Board:

1. The Chairperson shall:
  - a. Be responsible for ensuring that arrangements are made for meetings of the Board of Directors and the Executive Committee.
  - b. Preside at regular and special meetings of the Board of Directors and Executive Committee.

- c. Be an Ex-Officio member of all committees.
  - d. Facilitate, with approval of the Board, all agreements entered into by ABC.
  - e. In the absence of an Executive Director, ensure the continued operations of ABC under the guidance of the Board until another Executive Director is hired.
  - f. Serve on the Executive Committee.
  - g. Report all Executive Committee actions to the full Board of Directors within ten (10) days of the action taken.
  - h. Serve as ABC's representative on Administrative Council. As ABC's representative on the Administrative Council, the Chairperson's duties shall include providing the Administrative Council with information on current fiscal and operations matters.
  - i. Serve as the chairperson of the Planning, Policies and Procedures Committee.
2. The Vice-Chairperson shall:
- a. Perform the duties of the Chairperson in the Chairperson's absence.
  - b. Serve as Chairperson for the Personnel Committee.
  - c. Serve on the Executive Committee.
  - d. Perform any other duties delegated to the Vice-Chairman by the Board of Directors.
3. The Secretary/Treasurer shall:
- a. Serve as the Chairperson of the Fiscal and Audit Committee.
  - b. Ensure that Board of Directors is notified of all meetings in accordance with these By-laws; and that a recording secretary is present at all meetings of the Board and Executive Committee.
  - c. Send a notice to Directors who fail to attend a regular Board meeting.
  - d. Serve on the Executive Committee.
  - e. Ensure that an up-to-date fiscal report is given at each regular Board meeting in a format approved by the Board.

f. Perform any other duties delegated to the Secretary/Treasurer by the Board of Directors.

Section E. Removal of Officers:

1. An officer may be removed, with or without cause and with or without an assignment of any reason thereof, by a two-thirds majority vote of the Directors of ABC. The Board of Directors may assign to the Planning, Policy and Procedures Committee, the task of investigating the matter of removing any Director after a majority vote by the Board

2. Any removal vote shall be by secret ballot.

3. The removal of an Officer from his/her Officer position shall not prejudice his/her status as a Member of the Board of Directors.

## **ARTICLE IV**

### **Meetings of the Board of Directors**

Section A. The Annual Meeting:

The annual meeting of the Board of Directors shall be held during the month of and at such time as the Chairperson shall determine. At the annual meeting, the Board of Directors shall: elect the officers of ABC for the coming year, select directors to serve as member of the three Standing Committees, conduct other annual business and such other business as may come before the meeting.

Section B. Regular Meetings:

A regular Board of Directors Meeting shall be held at least once each quarter of the year to conduct business.

1. Notice of Board Meetings shall be delivered in writing or by telephone to each director at his/her address or telephone number as shown in the records of ABC.

2. Notification shall not be less than ten (10) days or more than thirty (30) days prior to the meeting. Tentative dates may be decided at regular meetings.

3. Notice of any regular meeting of the Board shall include the place, day, and hour of the meeting. An agenda of the business to be discussed and minutes of the previous meeting shall be included, but additional items of business may be discussed and acted upon at the discretion of the presiding officer.

Section C. Special Meeting:

1. A special meeting of the Board of Directors may be held at any place, at any time, whenever called by the Chairman, the Executive Committee, or four (4) members of the Board of Directors. The chairman shall be provided with written notice of a call for a special meeting.
2. Notification of a special meeting shall be in accordance with Article III, Section B, and shall include a detailed reason for calling the meeting and the specific issues to be raised.
3. Within two business days after receiving a request for a special meeting the Chairman shall establish the date, hour and place for the meeting which shall be within thirty days of the request.
4. Only those issues set forth in the special meeting notice shall be discussed or acted upon at the Special Meeting.

Section D. Quorum of Directors:

1. A majority of directors shall constitute a quorum for the transaction of business, except as otherwise provided in these By-laws.
2. Directors may not participate in or vote by proxy at any meeting of the Board of Directors, or of any committee designated thereby. No proxy shall be deemed to constitute attendance for the purpose of constituting a quorum at any such meetings.
3. Directors may participate in a meeting of the Board of Directors, or of any committee designated thereby, by means of a telephone conference call or similar communications whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at the meeting, thus establishing a quorum.

**ARTICLE V**

Committees

Section A. Standing Committees:

There shall be at least three (3) Standing Committees of the Board of Directors of ABC.

Section B. Chairperson:

The Chairperson of each committee shall be an Officer.

Section C. Directors:

Each director of ABC shall serve on a Standing Committee with committee membership divided evenly among current directors.

Section D. Committee Members:

Non-directors may be recruited for committee membership based upon their skills and abilities to contribute to the work of the committee. Non-board committee members shall hold no voting privilege.

Section E. Executive Committee:

The Executive Committee shall consist of the three elected officers.

1. The Executive Committee shall exercise only those powers assigned to it by the Board.
2. All action taken by the Executive Committee shall be reported to the full Board of Directors within ten (10) days. Such report shall be in the form of minutes written and sent by the Board Secretary.
3. The Executive Committee shall not have the power:
  - a. To elect or remove any Director or Officer of the Board of Directors.
  - b. To alter or amend the By-laws.
  - c. To approve a plan of merger or consolidation, sale, exchange, mortgage, pledge, or other dispositions of part or all the property or assets of ABC.
  - d. To take any action which the Board may reserve to itself or may be reserved in any XYZ policy or program guideline, or any law.
  - e. To assume powers delegated to other committees in accordance with these By-laws.
  - f. To authorize the dissolution of ABC or revoke proceedings thereof.
  - g. To hire, fire or discipline personnel, except in the case of the Executive Director, which must have the approval of the majority of the directors and the Staff/Parish Relation Committee.

Section F. Fiscal and Audit Committee:

The responsibilities of the Fiscal and Audit Committee shall be:

- a. Evaluating fiscal procedures, policies and budgets.
- b. Arranging, with Board approval, for an annual audit of Program's financial records.
- c. Making recommendations to the Board on fiscal and budget matters.
- d. Coordinating with the XYZ accounting office to produce a reporting format for fiscal information to be presented to the Board.
- e. Performing such other duties as assigned by the Board of Directors.
- f. Preparation of an annual program budget no later than 3 months before the beginning of each fiscal year for approval by the Board of Directors. Upon approval by the Board of Directors, the budget shall be submitted to the Administrative Council for approval. No operating budget shall be implemented without approval of the Board of Directors and the Administrative Council.

Section G. Personnel Committee:

The responsibilities of the Personnel Committee shall be:

- a. Conducting an annual performance appraisal of the Executive Director.
- b. Performing an annual review of staff salaries, and making necessary recommendations to the Board regarding any staff salary adjustments.
- c. Developing written personnel policies, which shall include an employee manual, for submission to the Board. Personnel policies shall become effective only upon adoption by the Board and approval by the Administrative Council. Adopted personnel policies may only be changed by the Board with the approval of the Administrative Council.
- d. Conducting an annual review of personnel policies.
- e. Performing such other duties as assigned by the Board of Directors.

Section H. Planning, Policy and Procedure Committee:

The responsibilities of the Planning, Policy and Procedure Committee shall be:

- a. Evaluating operation and management procedures.
- b. Drafting or revising recommended program policies to be submitted to the Board of Directors.

- c. Reviewing the goals and direction of ABC and submitting recommendations thereon to the Board.
- d. Maintaining an up-to-date program policy manual.
- e. Performing such other duties as assigned by the Board of Directors.

Section I. Special Committees:

1. The Board of Directors shall appoint all special committees needed to perform specific tasks as deemed necessary to carry out the mission of ABC.
2. Membership of a special committee may consist of Directors of the Board and non-board members.
3. The Chairperson of a special committee shall be a director of the Board.
4. The duties of a special committee shall be to carry out the Board assigned tasks and bring all recommendations to the Board of Directors for approval.

Section J. Standing or Special Committee Meetings:

1. Committee shall meet at the call of the Chairman of the Board, Committee Chairperson, or by majority of the members of the committee.
2. Notice of meeting shall follow standard practice contained in these By-laws.
3. Recommendations from standing or special committees shall be presented at the next regular or special board meeting.

Section K. Minutes of Board Meetings:

Minutes of regular Board meetings shall be mailed in the packet mailed to all Directors no later than ten (10) days before the next regular meeting of the Board.

Section L. Public Meetings:

All meetings of ABC, including meetings of the Board of Directors and committee meetings, shall be open to the public unless a closed Executive Session is called by a majority vote of the members present to discuss:

- a. A personnel action,
- b. Pending or proposed litigation, or
- c. Other matters that *The Book of Discipline* would consider appropriate for closed session.

Section M.    Parliamentary Authority:

All meetings of ABC shall be governed by Robert's Rules of Order Newly Revised so long as Robert's Rules do not conflict with these By-laws.

**ARTICLE VI**

Resource Development

Section A.    Grant Proposals:

The staff of ABC shall actively seek to develop new funding resources including grant monies directly related to ABC's goals, and at the direction of the Executive Director submit proposals. The Executive Director shall promptly inform all Directors of the Board of the submission of any such proposals and secure the approval of the majority of the Board, and where applicable, the XYZ Administrative Council.

Section B.    Approval:

Approval of grants proposals shall be obtained in the manner set forth in Article IV, Section D, of these By-laws.

**ARTICLE VII**

By-laws

Section A.

These By-laws may be amended, revised or restated at a regular or special meeting of the Board of Directors.

Section B.    Notice:

Notice of a meeting to consider an amendment of the By-laws shall be given at least thirty (30) days before the meeting. Notice shall include a draft of the proposed changes. No amendment to the By-laws may be adopted that is contrary or in conflict with XYZ policy and program guidelines, applicable laws and regulations and the policies and practices of the Methodist Church as set forth in *The Book of Discipline*.

Section C.    Vote:

A two-thirds majority of the Directors shall be required to amend the By-laws, subject to approval of the Administrative Council.

Section D. Approval:

Changes in the By-laws shall become effective only upon approval by the Administrative Council.

**ARTICLE VIII**

Executive Director

Section A. Hiring of an Executive Director:

A committee shall be selected by the Board Chair to review applications for the position of Executive Director. At a minimum the committee must include an existing Executive Director, and a representative of the Staff-Parish Relations Committee. Personnel policy procedures shall be followed in the selection process. Candidates recommended by the committee shall be brought before the Board of Directors for review and evaluation. If the Board of Directors approves a candidate, it shall forward its recommendation, together with the reasons supporting such recommendation to the Staff-Parish Relations Committee for approval. If the Staff Parish Relations Committee approves the candidate, it shall forward its recommendation to the Administrative Council for final approval. Upon receipt of final approval the Board of Directors may hire the candidate as Executive Director.

Section B. Duties and Responsibilities:

1. The Executive Director is directly responsible to the Board of Directors of ABC in all matters of employment and program management. The Executive Director shall perform such duties as outlined in his/her job description, attend all meetings of the Board of Directors, serve as the agent for ABC, and participate in an advisory role to the Board. The Executive Director has no voting rights.

2. The Executive Director shall have the power to hire, manage, and terminate the employment of program support staff. Such actions shall be subject to review by the Board of Directors.

**ARTICLE IX**

Indemnification

Each director and Officer, whether or not then in office, shall be indemnified by the corporation against all reasonable liabilities, costs and expenses reasonably incurred by or imposed in connection with or rising out of any action, suit or process, in which the director may be involved or to which the director may be made party by reason of being or having been a director or officer of the Corporation. Such expenses include costs of reasonable settlements

(other than amounts paid to the corporation itself) made with a view of curtailment of costs for litigation.

The Corporation shall not, however, indemnify such director or officer with respect to matters which the director shall be finally adjudged in any such action suit or proceeding, to have acted in bad faith in the performance of his/her duty as such of Officer without authority.

The foregoing right of indemnification is in addition to all other rights to which any director or officer may be entitled as a matter of law.

## ARTICLE X

### Dissolution

#### Section A.    Approval:

The Board of Directors may vote to recommend dissolution of the Corporation. If the Board of Directors votes to dissolve the Corporation, it shall submit such recommendation, together with the reasons for the recommendation for consideration by the Administrative Council. The Administrative Council may approve the Board's recommendation, with or without modification, or may reject the Board's recommendation of Dissolution.

#### Section B.    Dissolution:

Except as otherwise provided in these Bylaws, the Corporation will be dissolved upon the effective date of its Articles of Dissolution.

#### Section C.    Judicial Dissolution:

If the Administrative Council finds that grounds exist for judicial dissolution under Anywhere, USA Nonprofit Corporation Act, the Administrative Council, acting on behalf of XYZ, may apply to the appropriate court for dissolution of the Corporation.

Adopted \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
John Q. Doe, Incorporator

\_\_\_\_\_  
Mary Q. Smith, Incorporator