

Corporate Bylaws

of

_____, Inc.
(name of particular church)

Article I

Objectives, Purposes, Formation, Limitations, Powers and Duties, Property

Section 1. **Purpose.** The purposes for which the Corporation is formed are as more fully set forth in the Constitution of the Presbyterian Church (U.S.A.) (citations to the *Book of Order*), including the Great Ends of the Church (*Book of Order* G-1.0200), and in the Articles of Incorporation (Article IV).

Section 2. **Formation.** The Corporation is formed by _____ (name of particular church) pursuant to the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order* G-7.0401). The _____ (name of particular church) is a member church of the Presbytery of _____ (name of presbytery) in the Synod of _____ (name of synod).

Section 3. **Authority.** In carrying out such purposes, the trustees and the Corporation shall be under the authority of the session and the congregation and shall, at all times and in all respects, conform to and support the Constitution of the Presbyterian Church (U.S.A.) as it is now or shall be, from time to time amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). (*Book of Order* G-7.0402; Articles of Incorporation V, VI, VII).

Section 4. **Limitation of Powers and Duties.** The powers and duties of the Corporation and its trustees shall not infringe upon the powers and duties of the session or of the board of deacons of the church. (*Book of Order* G-7.0401, G-7.0402, G-10.0102; Article of Incorporation VII).

Section 5. **Powers and Duties.** The Corporation shall have the powers and duties granted by the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order* G-7.0402; Article of Incorporation VII):

To receive, hold, encumber, manage, and transfer property, real or personal, for the church;

To accept and execute deeds of title to such property;

To hold and defend title to such property;

To manage any permanent special funds for the furtherance of the purposes of the church.

In addition, to the extent not included in the above and not inconsistent with the Constitution of the Presbyterian Church (U.S.A.), the Corporation shall have all of the general powers of a nonprofit religious corporation organized under

(state religious nonprofit incorporation statute)

Section 6. **All Property Held in Trust.** All property, both real and personal, is held in trust for the use and benefit of the Presbyterian Church (U.S.A.). (*Book of Order* G-8.0201; Article of Incorporation VI).

Section 7. **Particular Property Requirements.** When buying, selling, and mortgaging real property, the board of trustees shall act only after the approval of the congregation granted in a duly constituted meeting. (*Book of Order* G-7.0402). The board of trustees shall not sell, mortgage, or otherwise encumber any of its real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the presbytery transmitted through the session. (*Book of Order* G-8.0501). The Corporation shall not lease its real property used for purposes of worship, or lease for more than five years any of its other real property, without the written permission of the presbytery transmitted through the session. (*Book of Order* G-8.0502).

Section 8. **Property Conveyances.** Pursuant to the Constitution of the Presbyterian Church (U.S.A.) (*Book of Order* G-8.0201), real property held or acquired by the Corporation, the church, the board of trustees, a trustee, or an unincorporated association will include the following language in the deed:

The premises herein conveyed shall be used, kept, and maintained by the grantee for Divine Worship and other purposes of its ministry as a particular church belonging to the Presbytery of _____, subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.). The grantee holds the property in trust pursuant to the provisions of the Constitution of the Presbyterian Church (U.S.A.).

Article II

Members

Section 1. **Eligibility for Membership.** Only members on the active roll of the church shall be members of the Corporation and eligible for election as trustees. (*Book of Order* G-7.0401; Article of Incorporation VIII). Ministers are not members of the congregation and, so, are not members of the Corporation. (*Book of Order* G-7.0308).

Section 2. **Active Members.** The roll of active members established and maintained by the session as prescribed by the *Book of Order* (G-10.0302) shall determine those individuals who are active members from time to time.

Article III

Trustees

Qualification; Election; Removal. The directors of the Corporation are designated Trustees. The initial board of trustees shall be those persons named in the Articles of Incorporation. Thereafter, the membership of the board of trustees shall be identical to the membership of the session in active service. Election by the congregation and installation as elder of the church shall constitute a person a trustee of the Corporation. They must also be eligible under civil law. [Note: Have your local attorney determine the minimum age under state law; insert that requirement, if any, here.] Termination for any cause of the active service of a person on session shall automatically terminate such person as a trustee of the Corporation. (*Book of Order* G-7.0401; Article of Incorporation IX).

[Note: The preferred and most efficient model is this one: The session and board of trustees is identical. Some states may prohibit this dual capacity; your local attorney should check state law in this regard. Also, some churches may simply choose to have a separate board of trustees. If the church designates a trustee board other than the elders of session, then different language should be used for this article. See G-7.0401 for particular requirements when another board is designated.]

Article IV

Meetings of the Board of Trustees

Section 1. *Annual Meeting.* The annual meeting of the board of trustees shall be held in conjunction with or immediately following the first meeting of the session of the church held after the annual meeting of the congregation of the church.

Section 2. *Procedures.* The meeting requirements and provisions of the Constitution of the Presbyterian Church (U.S.A.) shall govern. In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. Robert's Rules of Order (Newly Revised) shall be used for parliamentary guidance.

Section 3. *Notices.* Notice of the time and place and in case of special meeting the purpose of every meeting of the board of trustees shall be in writing and shall be duly sent, mailed or otherwise delivered to each trustee not less than ten (10) days before the meeting; provided, that no notice of any regularly scheduled or adjourned meeting need be given.

Meetings may be held at any time without notice if all of the trustees are present or if those not present waive notice of the time, place, and purpose of the meeting, either before or after the holding thereof.

Section 4. *Quorum.* A majority of the trustees shall constitute a quorum for the transaction of business, and the action of the board of trustees present at any meeting at which a quorum is present shall be the action of the board of trustees; provided, that if the trustees shall

unanimously consent in writing to any action to be taken by the Corporation, such action shall be valid as corporate action as though it had been authorized at a meeting of the trustees. If at any meeting of the board of trustees there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 5. ***Special Meetings***. Special meetings of the board of trustees may be held simultaneously with meetings of the congregation or immediately thereafter. Special meetings may be held at any time upon the call of session, the president or vice-president, or of not less than one-third of the trustees then in office.

Section 6. ***Power and Authority***. The board of trustees shall have power and authority to carry out the affairs of the Corporation and in so doing may elect or appoint all necessary officers or committees; may employ all such employees as shall be requisite for the conduct of the affairs of the Corporation; may fix the compensation of such persons; may prescribe the duties of such persons; may dismiss any appointive officer or agent of the Corporation without previous notice. The board of trustees may, in the absence of an officer, delegate that officer's powers and duties to any other officer or a trustee for the time being.

Section 7. ***Executive Committee***. The officers of the board of trustees shall constitute the executive committee. The executive committee shall have and exercise the authority of the board of trustees in the management of the business of the Corporation between the meetings of the board. The board of trustees may appoint such other committees, including therein persons who are not members of the board of trustees, as in the judgment of the trustees will be helpful in carrying on the work of the Corporation.

Article V

Meeting of Members

Section 1. ***Annual Meeting***. There shall be an annual meeting of the members of the Corporation.

Section 2. ***Place and Time***. Such meeting shall be held at the same place and time as the annual meeting of the congregation or immediately thereafter. Whenever permitted by civil law, both ecclesiastical and corporate business may be conducted at the same meeting. (*Book of Order* G-7.0304). Any stated or called meeting of the congregation shall be a meeting of the Corporation, and any business may be conducted that is appropriate to the Corporation.

[**Note:** This section sets out the preferred form: The corporate meeting is contemporaneous with the congregational meeting. Some states may prohibit this dual capacity. Your local attorney should check state law. If your state prohibits this dual capacity, different language should be used in this section. See G-7.0403 for particular requirements when this alternative form is used.]

Section 3. ***Notices***. Notice of all meetings of members of the Corporation shall conform in all respects to the notice requirement of meetings of the congregation. (See *Book of Order* G-7.0300).

Section 4. **Procedural Requirements.** The meetings of the members shall be conducted to conform to the procedural requirements of meetings of the congregation and the provisions of the Constitution of the Presbyterian Church (U.S.A.). (See *Book of Order* G-7.0300). In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. *Robert's Rules of Order (Newly Revised)* shall be used for parliamentary guidance.

Section 5. **Proxy Voting.** Voting by proxy is prohibited unless civil law specifically requires that voting by proxy shall be permitted as to that particular corporate matter. (*Book of Order* G-7.0404).

[**Note:** Your attorney should check state law regarding whether proxy voting is specifically required, and, if so, when. If there are specific instances in which proxy voting is required, those should be set out here.]

Article VI

Officers

Section 1. **Officers.** The board of trustees, as soon as may be after the election of trustees in each year, shall elect from their number a president of the Corporation, and may from time to time select one or more vice-presidents, assistant secretaries, and assistant treasurers. The clerk of session shall serve as Secretary of the Corporation. The treasurer elected by the session shall serve as treasurer of the Corporation (See *Book of Order* G-10.0400). The same person may hold any two offices except those of president and secretary. The board may also appoint such other officers and agents as may be deemed necessary for the transaction of the affairs of the Corporation. (Article of Incorporation X).

[**Note:** This is a recommended configuration and process to elect the corporate officers. Your church may choose a different configuration of corporate officers and different process. See G-10.0400 regarding the requirements for the church treasurer and G-9.0203 regarding the duties of the clerk of session.]

Section 2. **Term.** The term of office for all officers shall be one (1) year or until their respective successors are chosen. Any officer elected by the board of trustees may be removed from the office at any meeting of the board of trustees by the affirmative vote of a majority of the trustees then in office, whenever in their judgment the interest of the Corporation will be served thereby. The board of trustees shall have full power to fill any vacancies in any offices it is authorized to elect occurring for any reason whatsoever.

Section 3. **Powers and Duties.** The officers of the Corporation shall respectively have such powers and perform such duties in the management of property and affairs of the Corporation, subject to the control of the Trustees, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the board of trustees. No action taken by the officers shall infringe upon the authority of the session of the church or of the board of deacons and all actions shall be in conformity with the Constitution of

the Presbyterian Church (U.S.A.). Subject to this Section, these bylaws and the articles of incorporation of the Corporation, the officers shall have the following powers and duties in regards to the Corporation:

A. The president shall: (1) preside at meetings of the Corporation and the board of trustees; (2) make such appointments as directed, authorized, or required, including appointing trustees to serve on committees who shall be responsible for reporting to the board of trustees of the activities of their respective committees; (3) execute any and all documents of whatsoever kind and nature necessary to carry out the purpose and functions of the Corporation; (4) be responsible for carrying out the directives and requirements of applicable law, these bylaws, and the articles of incorporation; (5) in general, perform all duties incident to the office of president; and (6) perform such other duties as may from time to time be assigned by the board of trustees.

B. The vice president(s) shall: (1) assist the president in the exercise of his or her duties; (2) in the absence or inability of the president, execute the duties of the president; (3) in general, perform all duties incident to the office of vice president; and (4) perform such other duties as may from time to time be assigned by the board of trustees.

C. The secretary (clerk of session) shall: (1) perform for the Corporation those duties set out in the Constitution of the Presbyterian Church (U.S.A.) (see *Book of Order* G-9.0203); (2) record all votes by the board of trustees; (3) be the custodian of the corporate seal, if any, and affix it to all documents to be executed on behalf of the Corporation under its seal; (4) in general, perform all duties incident to the office of secretary; and (5) perform such other duties as may from time to time be assigned by the board of trustees.

D. The treasurer (elected by the session) shall: (1) perform for the Corporation those duties set out in the Constitution of the Presbyterian Church (U.S.A.) (see *Book of Order* G- 10.04000); (2) be responsible for the safekeeping of all funds and assets, except for those funds expressly assigned to the trusteeship of another; (3) be responsible for the filing of any and all tax and other financial reports as required by applicable law; (4) deposit all monies, drafts, and checks in the name of or to the credit of the church or Corporation at such banks or depositories as the board of trustees shall designate; (5) in general, perform all duties incident to the office of treasurer; and (6) perform such other duties as may from time to time be assigned by the board of trustees.

E. Assistant secretaries shall perform those duties of the secretary as directed by the board of trustees.

F. Assistant treasurers shall perform those duties of the treasurer as directed by the board of trustees.

[Note: This is a recommended configuration and listing of corporate officers' powers and duties. Your church may choose a different configuration (fewer officers, for example) and different powers and duties. Or, you may choose to list none of these powers and duties and accomplish them by corporate resolution. Always keep in mind the requirements for the church treasurer (*Book of Order* G-10.0400) and the clerk of session (*Book of Order* G-9.0203).]

Section 4. **Checks, Notes, Drafts, and So On.** The board of trustees may, from time to time, prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign, or endorse the same on behalf of the Corporation.

Article VII

Fiscal Year; Seal; Office

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall be _____ [Choose a twelve-month period. Many church corporations choose the calendar year: January 1–December 31. Some choose July 1–June 30. You should choose the twelve-month period that best serves your accounting needs.]

Section 2. **Seal.** The board of trustees shall provide a suitable corporate seal for use by the Corporation if deemed appropriate.

Section 3. **Office.** The principal office and mailing address of the Corporation is _____ (address of church).

Article VIII

Amendments

The bylaws of the Corporation may be amended or added to, or new bylaws may be adopted, by the affirmative vote of two-thirds of the members of the Corporation; provided, that the bylaws must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order* G-7.0401, G-7.0402, G-8.0201; Articles of Incorporation IV, V, VI, XI).

[**Note:** Your attorney should determine if state law requires a different bylaws amendment process but the required conformity with the Constitution of the Presbyterian Church (U.S.A.) must always be present.]

Article IX

Indemnification of Trustees and Officers

Each trustee and officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred in connection with any action, suit, or proceeding to which the trustee or officer may be made a party by reason of being or having been a trustee or officer of the Corporation (whether or not he or she continues to be a trustee or officer at the time of incurring such expenses), except in relation to matters as to which he or she shall finally be adjudged in such action, suit, or proceeding to be personally liable. The foregoing right of

indemnification shall not be exclusive of other rights to which any trustee or officer may be entitled as a matter of law.

[**Note:** Many states have particular indemnification requirements. Your attorney should determine and use the particular state requirements, if any.]

Article X

Dissolution

If the church is formally dissolved by the presbytery of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, all such property, both real and personal, present and future, as the Corporation may have shall be vested in and be the property of the Presbytery of

_____ (name of presbytery of membership) of the Presbyterian Church (U.S.A.), pursuant to the Constitution of the Presbyterian Church (U.S.A.), said Presbytery being an organization qualified under section 501(c)(3) of the Internal Revenue Code of the United States. In the alternative, said property of the Corporation shall be held, used, and applied for such uses, purposes, and trust as the Presbytery may direct, limit, and appoint, or such property may be sold or disposed of as the Presbytery may direct in conformity with the Constitution of the Presbyterian Church (U.S.A.). (*Book of Order* G-8.0300, G-8.0400, G-11.0103; Article of Incorporation XVII).