

NOTE: Churches should check this sample document with an attorney in their respective state.

**Sample
BYLAWS
OF**

_____, INC.

[Consensus Team Format]

Article I. Name of Corporation

The name of the corporation is "_____, Inc.". For the purpose of these Bylaws, the corporation shall be referred to as the "Church".

Article II. Nature and Purposes

A. Exempt Purposes

The Church is organized exclusively for charitable and religious purposes, including, for such purposes, the making of or distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the *Internal Revenue Code of 1986*, as amended from time to time, or corresponding provisions of subsequent the internal revenue laws of the United States of America.

B. Nonprofit Corporation

[Utah Sample]

The Church is organized, exists, and operates as a nonprofit corporation under the laws of the State of Utah to engage in any lawful act for which a nonprofit corporation may be organized, exist, and operate under the *Utah Revised Nonprofit Corporation Act*, as set forth Chapter 30, Title 30, *Idaho Statutes*, including but not limited to the exercise of the general powers set forth in Section 16-6a-302, *Utah Code Annotated 1953 as amended*.

[NOTE: Idaho churches should check the Idaho Sample below with an Idaho attorney.]

[Idaho Sample]

The Church is organized, exists, and operates as a nonprofit corporation under the laws of the State of Idaho to engage in any lawful act for which a nonprofit corporation may be organized, exist, and operate under the *Idaho Nonprofit Corporation Act*, as set forth Chapter 30, Title 30, *Idaho Statutes*, including but not limited to the exercise of the general powers set forth in Section 30-30-302 and 30-30-304, *Idaho Statues*]

C. Purposes

1. The specific purposes of the Church shall include but not be limited to engaging in and promoting religious and charitable activities and providing such other activities, facilities, and services, and materials as would constitute "religious and charitable"

purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as it currently exists or may hereafter be amended or supplemented or of any corresponding section of any future federal tax code.

2. As a Christian church, the Church shall engage in evangelism, worship, fellowship, discipleship, equipping, and teaching for missions, fulfilling the Great Commission as stated in Matthew 28:16-20, Mark 16:15, and Acts 1:8, engaging in other Christian ministries and activities, to fulfill the vision, mission, and core values of the Church.
3. The purpose of the church includes adherence to the beliefs and principles and other matters set forth in the Constitution of the Church.

Article III. Church Membership

A. Membership

1. The Church shall have members. The Church reserves the exclusive right to determine who shall be members of this church and the conditions of such membership.
2. The Church shall conduct its business and administer its ministries through a congregational form of church government of its voting active members.

B. Qualifications

1. Membership in this Church is open to any person who, in accordance with, and in the manner described in the Bible, has:
 - a. Professed that he or she trusts and believes in the Lord Jesus Christ as his or her personal Lord and Savior; and
 - b. Been baptized by immersion as described in the Bible.
2. Candidates for Church membership must also meet the following conditions:
 - a. Undertakes and completes the Church's membership course;
 - b. Acknowledges and affirms the core values and beliefs of the Church as set forth in the Church's Constitution and any statements of faith and required membership covenant;
 - c. Agrees, as led by God, to support the church through prayer, participation in church ministries, financial giving, and ministering to others;
 - d. Agrees to seek to Christian growth through such things as Bible studies, discipleship, and fellowship.

C. Admission

1. Any person may come forward in response to an altar call or invitation as part of worship service requesting membership or meet with the pastor to express request to at any time. That person shall meet with the pastor to discuss the qualifications, conditions, and process for becoming a church member. The pastor may then present that person as a membership candidate to the Church who affirms his or her trust and belief in Jesus Christ as his or her personal Lord and Savior by:
 - a. Public profession of that trust and belief in Jesus Christ and he or she agrees to a believer's baptism in accordance with the policies of the Church; or
 - b. Public profession of that trust and belief and acknowledging that he or she has already been baptized by a believer's baptism by immersion.
2. A candidate for membership who has been presented to the church in a worship service and fulfilled the requirements and conditions of membership shall be admitted into membership upon the affirmative vote of the Church members in a regular or special membership meeting.

D. Membership Categories

There shall be two categories of membership: Active and Inactive

1. *Active members* shall be those members who reside in the general ministry area of the church, excepting those in the military who are deployed to other areas or those who are temporarily assigned to other areas by reason of employment or personal need, and who participates in the life of the church by attendance and in such ministries as led by God. Active members must be 18 years of age or older.
2. *Inactive members* are members who are not actively participating in the life of the church or any member who has moved out of the church's ministry area and has not joined another church but desires to remain affiliated with the church. Inactive members who reside in the church's ministry area shall be contacted and encouraged to become re-involved in the life of the church. If, however, they choose not to reestablish fellowship, they shall be notified of being designated as an inactive member.

E. Voting and Positions

1. Every active member shall have the right to vote on all matters submitted to the church in a church meeting. Inactive members shall not be entitled to vote.
2. Any active member is eligible to serve in any elected or appointed to any Church leadership, office, or team position for which he or she meets the qualifications. Inactive

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members shall not be eligible to be elected or appointed to any church office, leadership position, or team but may serve in an assisting role.

F. Discipline of Members

1. It shall be the practice of this Church to be redemptive and loving toward all members. Biblical principles and guidelines of love, repentance, peacemaking, encouragement, and reconciliation shall be the basis of any Church discipline.
2. Any inquiries or actions undertaken pertaining to Church discipline shall be under the leadership of the pastor. Diligent and sincere efforts will be made for resolution and reconciliation. The process of discipline shall be in accordance with Matthew 18:15-17 and principles of due process. Confidentiality shall be maintained unless and until the matter necessarily comes before the Church body for action.
3. If a member's life and conduct are not in accordance with God's Word in such a way that it hinders or detrimentally affects the general welfare, expressive beliefs, and ministries of the Church and/or the ministry influence of the Church in the community, that member may be removed from the Church roll and fellowship with the body shall be withdrawn.
4. If the discipline requires removal from the membership roll and withdrawal of fellowship, a three-fourths vote of those present and voting in a Church meeting is required. A dismissed member may be restored at his or her request upon repentance and evidence of change as determined by the members. The vote to restore a member shall require a three-fourths majority of those present and voting.

G. Termination of Membership

Members shall be removed from the Church roll for the following reasons:

1. Death
2. Joining another church.
3. Personal written request of the member.
4. Verbal request of the member.
5. Disciplinary action in accordance with the provisions of this article.
6. Being designated as an "inactive member" in accordance with the provisions of this article for a continuous period of two years and after a diligent effort to contact the inactive member and determine if that inactive member desires to become a voting member.

Article IV. Board of Trustees

A. Powers and duties.

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All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Trustees as provided by applicable state law; the Bylaws; and action of the Church.

B. Composition

1. The Board of Trustees shall be comprised of no less than three (3) members. The number of Trustees may be changed by the Church but in no event shall the number of Trustees be less than three (3).
2. The Moderator, Church Clerk, and Treasurer shall be voting *ex officio* members of the Board of Trustees.

C. Appointment of Trustees

Trustees shall be elected and appointed by the members of the Church at a regular, special, or annual meeting.

D. Term of Service

Each Trustee shall serve for a term of ___ years from the date of election or appointment or until that Trustee resigns, dies, or is removed pursuant to these Bylaws, whichever occurs first, and, as reasonably possible, until a successor Trustee has been qualified and elected.

E. Removal

At an annual, regular, or special meeting of the Church members duly called, any Trustee may be removed, with or without cause, by a vote of the two-thirds of the members present; provided that notice has been to the members of the proposed action to remove a Trustee.

F. Compensation and Reimbursement

No compensation shall be paid to the Trustees for their services as Trustees. However, subject to the approval of the Church, Trustees may be reimbursed for actual expenses incurred by them in the performance of their duties.

G. Board Meetings

1. *Regular meetings* of the Board of Trustees may be held at such time and place as determined from time to time by the Board; provided, however, that reasonable notice is given to each Trustee personally or by mail, telephone, voice-mail, or email at least _____ days before the meeting and shall state the date, time, and place of the meeting.

4. *Special meetings* of the Board of Trustees may be called by the Chairman, or the interim Chairman in the absence of the Chairman, at the request of two (2) Trustees exclusively for consideration the matters specified in a notice which shall be given to each Trustee personally or by mail, telephone, voice-mail, or email at least _____ days before the meeting and which shall state the date, time, and place of the special meeting.
5. *Emergency meetings* of the Board of Trustees may be called by the Chairman, or the interim Chairman in the absence of the Chairman, in the event of an emergency and notice shall be given to the Trustees in the most reasonable manner possible stating the purpose, place, and time of the meeting.
6. The Board of Trustees may authorize telephonic or electronic meetings either as conference or individual calls; provided, however, that any actions taken or authorized by such means shall be ratified at the next meeting of the Board.
7. Voting by proxy shall not be permitted.

H. Board Officers

The Board of Trustees shall have a Chairman and may designate such other offices of the Board as the Board deems appropriate; provided, however, that the Moderator shall serve as Chairman. During any absence or inability of the Moderator to serve as Chairman, the Board may appoint an Interim Chairman to serve in that capacity during that period of absence or inability to serve.

Article V. Procedures

A. Rules

The rules of procedure for any meetings of the Church, Board of Trustees, and any teams shall be in accordance with biblical principles of fairness, openness (as may be appropriate, and integrity. For any specific meeting, the involved group may, at its discretion, adopt *Robert's Rules of Order* (latest revised edition) as the guideline and authority for parliamentary rules of procedure for that particular meeting.

B. Consensus

1. Actions of the Church, the Board of Trustees, a Church team, or other Church group at any meeting shall be by consensus except as otherwise specifically provided by these Bylaws. Members at any of these meetings shall make a reasonable, diligent, and good faith effort to reach a consensus.
2. If consensus on any matter *cannot be reached* in two meetings, any member at the

second meeting at which the matter is considered may move that matter be subject to a simple majority vote. If 75% of the eligible members present vote affirmatively to approve that motion, the matter shall then be determined by a simple majority vote.

3. If, at any meeting, consensus on an *urgent issue* cannot be reached then that matter will be determined by a simple majority vote.
 - (a) Any matter will be deemed urgent when an 80% majority of the represented Units present determine by vote that the issue is urgent and that consensus is unlikely to be reached in a timely manner.
 - (b) Any eligible member may move for a vote of urgency once during any meeting. If 80% of the eligible members present vote affirmatively to approve that motion, the matter shall then be determined by simple majority vote.
4. Notwithstanding the foregoing Subsections 1, 2 and 3, any requirement of the Church Constitution, Bylaws, applicable federal or state law, rules or regulations, or the applicable requirements of another entity, for a vote greater than a simple majority, the vote must comply with such requirement.
5. Voting by proxy shall not be permitted.

Article VI. Officers

A. Officers

1. The officers of the Church shall include a Moderator, Church Clerk, Treasurer, and any other officers as the Church determines to be appropriate and necessary.
2. No single person may serve simultaneously in more than two offices; and in no event shall the same person hold office as Moderator and Treasurer.

B. Election and Terms of Officers

1. Officers shall be elected annually at the annual Church meeting except that vacancies may be filled by action of the Church at a regular or special meeting during the period from the date of the vacancy until the next annual meeting.
2. Terms of officers shall be for one year commencing on the next January 1st subsequent to his or her election to office.
3. In the event of a vacancy in an office, the term of the officer elected to fill that position shall commence upon the date of election and terminate on December 1 of the calendar year in which elected.

3. Persons elected to any office may be elected to and serve consecutive terms; but not exceeding ____consecutive terms.

C. Removal

Officers may be removed by action of the Church at a regular or special meeting, with or without cause, and a successor elected to that vacated office at any time.

D. Moderator

1. The Moderator shall have the duty and authority to:
 - (a) Serve as the Chairman of the Board of Trustees and preside at all Board and Church meetings;
 - (b) Prepare or approve the agenda and notice of all meetings;
 - (c) Exercise the general powers usually vested in the Moderator of a Church including the power to appoint teams or committees from time to time as the Moderator deems appropriate; and
 - (d) Exercise those powers specified in these bylaws or as authorized by the Church.
2. The Moderator may be the pastor or another member of the Church who is elected to this position.
3. In the absence of the Moderator, the Church Clerk shall preside of the regular and called business meetings of the Church. In the absence of both the Moderator and the Church Clerk, the Treasurer shall preside.

E. Church Clerk

1. The Church Clerk shall keep and maintain:
 - (a) The minutes of the Board of Trustees;
 - (b) Such other corporate books and records of the Church or Board of Trustees as the Board of Trustees or these Bylaws shall direct.
2. The Church Clerk shall be a member and the secretary of the Board of Trustees and shall perform such other duties as shall be assigned by the Church, the Moderator or the Board of Trustees.

F. Treasurer

The Treasurer shall be a member of the Board of Trustees and shall monitor and supervise the financial business of the corporation, render reports and accountings to the Church and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, the articles of incorporation, or these bylaws or as may be assigned from time to

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time by the Church. The Treasurer shall prepare and submit an annual report which shall be audited annually by an auditing committee or outside auditor as the Church may determine.

G. Other Officers

The Church may establish such other offices, whether temporary or ongoing, as it deems appropriate and necessary; provided, however, that in doing so, the Church shall specify the purpose, qualifications, duties, responsibilities, and authority of that office.

Article VII. Church Teams

A. Intent

It is intended that the Church have Teams rather than standing or ad hoc committees to better serve the interests of the Church; be mission-focused rather than task-focused; and encourage greater and more meaningful participation by Church members in the ministries and operation of the Church.

B. Establishment of Church Teams

The Church may establish, modify, or dismiss such Church Teams as it deems appropriate and necessary to accomplish the mission and ministries of the Church. When establishing or modifying a team, the Church shall specify the purpose, duties, assignment, composition, duration, and responsibilities of the team.

C. Team Leader.

Unless the Church determines otherwise, each team shall elect one of its members as the team leader.

Article VIII. Fiscal Management

A. Fiscal Year

1. The fiscal year for this Church will be the calendar year beginning on January 1 and ending on December 31 of each year.
2. The Church may change the fiscal year as it deems appropriate.

B. Records, Books, and Corporate Documents

1. The fiscal records and books shall be kept and maintained either by the Treasurer or by designated staff personnel under the supervision of the Treasurer in accordance with generally accepted standards and principles of accounting.

2. The Bylaws, Articles of Incorporation, policies and other corporate documents shall be kept and maintained either by the Secretary or by designated staff personnel under the supervision of the Secretary in the Church principle office.
3. Business, operational, administrative, and member records shall be kept and maintained by or under the supervision of the Board of Trustees or its designee.
4. All books and records of the Church may be inspected by and copies of all or portions of such books and records provided to the Board of Trustees or any individual Trustee at any reasonable time upon written request subject to the following:
 - (a) Personally-identifying records and information and personal giving shall not be accessible for inspection or copying by or for the Trustees; shall be maintained and disclosed in accordance with the privacy requirements of applicable federal and state laws, rules, and regulations; and treated with professional confidentiality as required by professional standards and ethics.
 - (b) No corporate books or records may be disclosed or distributed to any third party without the approval of the Board of Trustees or Administrative Trustee.

C. Bank Accounts

1. The Church may establish and maintain such bank or credit union accounts as it deems reasonable and appropriate.
2. The Treasurer shall be authorized to review checks, withdrawal forms, or other documents related to account transactions.
3. All checks, unless specifically authorized otherwise by the Church, must be signed by both the Treasurer and the Moderator.
4. The Treasurer shall make all deposits and disbursements.

D. Financial Reports

The Treasurer shall cause financial reports, including bookkeeping and account information, to be prepared and submitted to the Church, monthly unless determined otherwise by the Church.

E. Prohibited Loans

The Church shall make no loans of any funds to a Trustee, officer, Church member, staff member, employee.

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F. Execution of Documents

Contracts, promissory notes, leases, or other legal instruments executed in the name of and on behalf of the Church shall be signed by the Moderator or such other person or persons who have been specifically authorized and directed to do so by the Church.

G. Contracts and Transactional Documents

The Church may authorize the Moderator or any other officer, staff member, or duly appointed agent to enter into and sign a contract or other transactional document in the name and on behalf of the Church; provided, however, that if the amount of the contract or transaction exceeds \$ 500.00:

1. The contract or transactional document must first be specifically reviewed by Board of Trustees; and the Board of Trustees must submit its recommendations to the Church; and
2. The contract or transactional document must then be specifically approved by the Church.

H. Liability Claims and Litigation

1. Any claims of liability received by the Church shall be referred to the Chairman of the Board of Trustees for review, investigation, referral to the Church's insurance carrier, and any other action be needed and appropriate.
2. No Trustee, officer, staff member, or agent of the Church may act in the name of or, on behalf of the Church, approve or sign any legal documents; engage in negotiations or mediation; retain legal counsel; authorize any settlement; or make any binding commitments upon the Church pertaining to any threatened, anticipated, or actual litigation involving the Church as a party without the specific prior authorization of the Board of Trustees or the Church. The registered agent of the Church may accept the lawful service of legal documents on behalf of the Church but then must immediately report such service and submit the served documents to the Board of Trustees.
3. In all situations involving liability claims or litigation, the Church and its Trustees, church members, officers, and staff shall seek to follow biblical guidelines for resolving disputes.

I. Gifts

The Church may accept contributions or gifts which has been proffered or received; provided, however, the Church do so in compliance with a Church Designated Giving Policy.

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The Board of Trustees may review any proposed gifts and charitable contributions to be made by the Church and make a recommendation concerning that contribution or gift; provided that such gifts or contributions are not prohibited by:

1. The Bylaws or Articles of Incorporation;
2. Any applicable federal or state laws, rules, or regulations; or
3. Any requirements for maintaining the status of the Church as exempt organization under Section 501(c)(3) of the Internal Revenue Code or any federal and state tax and exemption; or
4. The Church's policies and best interests.

J. Indemnification

Except as otherwise provided by applicable federal and state laws, rules, regulations, and standards, the Church may indemnify any current or former Trustee, officer, or staff member, or hold harmless any current or former Trustee, officer, or staff member from any litigation, legal or administrative proceeding, claim, judgment, costs of defense, attorney's fees, or expenses incurred as the result of an alleged misconduct or negligence, except gross negligence, while acting within the scope of employment or the duties and responsibilities as a corporate Trustee, officer, or staff member.

K. Insurance

The Church, upon the recommendation of the Board of Trustees, may obtain and maintain general liability and such other insurance as the Church determines reasonable and appropriate.

L. Real Property

1. No real property may be acquired by the Church, whether by purchase, lease, gift, or otherwise, without the specific approval of the Church.
2. No real property or any interest in real property owned, in whole or in part, by the Church may be sold, conveyed, encumbered, leased, partitioned, subjected to any lien, commitment to sell or lease, subordinated, or such without the prior approval of the Church.

Article IX. Policies

A. Policies

The Church may establish, amend, or revoke Church policies at any annual, regular, or special meeting.

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B. Board of Trustee Initiates

The Board of Trustees may initiate proposals for establishing, amending, or revoking policies of the Church and submit such proposals to the Church for action by the Church.

C. Initiated by Others

Church members, Church staff, or teams may also initiate proposals that a policy be established, amended, or revoked; provided, however, that the Trustees shall review the proposal and submit its recommendations to the Church before the Church may take action on the proposal.

Article X. Dissolution and Distribution of Assets

A. Dissolution

The Church may, in accordance with applicable state law, dissolve the Church upon the affirmative vote of a majority of the members and authorize the officers to take such actions as may be necessary to legally dissolve the Church.

B. Distributions

1. In the event of the dissolution of the Church, whether voluntary or involuntary, or if the Church ceases to perform the purposes of the Church or fails to qualify as an exempt Church under applicable federal and state laws, rules, regulations, and standards, all assets of the Church, including real property, tangible personal property, and intangible personal property of any nature and value, after the payment of all corporate obligations, shall be distributed to the Utah-Idaho Southern Baptist Convention ("UISBC").
2. However, if the UISBC no longer exists or if declines to accept any of the assets then the assets not accepted by the UISBC shall be distributed to an organization or organizations which is or are organized exclusively for religious and charitable purposes, and qualify as exempt organization under Section 501(c)(3) of the *Internal Revenue Code of 1986*, as amended from time to time, or corresponding provisions of subsequent internal revenue laws of the United States of America, to be used for the purposes of fulfilling Christian ministries and missions, and the Great Commission of Jesus Christ set forth in Matthew 28: 9-20.
3. In no event, shall any asset or property of the Church be directly or indirectly distributed to or on behalf of any Church Member, Trustee, officer, employee, or staff member of the Church.

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Article XI. Conflicts and Resolution

In the event of any conflict between Church members, members of the Board of Trustees, officers, Church Trustees, or third parties, biblical principles, such as those set forth in Matthew 18: 15-20 and the principles promulgated by the Peacemaker Ministries) shall be utilized in good faith by all concerned to resolve the conflict. If litigation is involved, the Church shall seek to resolve the legal issues through the Utah Court-Annexed ADR (Alternative Dispute Resolution) Program.

Article XII. Amendments

Except as otherwise provided or required by applicable federal or state law, the Articles of Incorporation, or other legal constraint, these Bylaws may be amended at any regular or special meeting, upon due notice as required by these Bylaws, upon the affirmative vote of a two-thirds (2/3) of the members of the Church members present.

These Bylaws were approved by the Church members at a duly convened meeting on the ___ day of _____, 20__.

Moderator

Church Clerk