

**SAMPLE
BYLAWS
OF
XXXXX, INC.**

[Traditional Majority Voting and Committees Format]

Article I. Name of Corporation

The name of the corporation is **XXXXX, 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, religious, and educational 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 internal revenue laws of the United States of America. The Church, as a religious organization, shall comply with the requirements of the Internal Revenue Service for exemption that:

1. The Church has been organized and shall continue to operate exclusively for religious, educational, or other charitable purposes,
2. The net earnings of the Church shall not inure to the benefit of any private individual or shareholder,
3. No substantial part of the Church's activity may be attempting to influence legislation,
4. The Church may not intervene in political campaigns, and
5. The Church’s purposes and activities may not be illegal or violate fundamental public policy.

B. Utah Nonprofit Corporation

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 6a, Title

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16, *Utah Code Annotated 1953 as amended*, including but not limited to the exercise of the general powers set forth in Section 16-6a-302, *Utah Code Annotated 1953 as amended*.

C. Purposes and Values

The religious and spiritual purposes and values of the Church may, at the Church's discretion, be set forth in greater detail in a statement of faith, constitution, covenant, or other comparable instrument.

D. Autonomy and Affiliations

1. The Church is an autonomous self-governing Baptist Church under the lordship of Jesus Christ. The membership retains unto itself the exclusive right of self-government in all phases of the spiritual and temporal life of this Church.
2. The Church is a cooperating Church affiliated with the _____ Baptist Association, the Utah-Idaho Southern Baptist Convention, and the Southern Baptist Convention. The Church may, at its discretion, cooperate and affiliate with such other like-minded religious entities as the Church deems appropriate for fulfilling its religious purposes and furthering the Kingdom of God.

Article III. Church Membership

A. General

This church reserves the exclusive right to determine who shall be members of this church and the conditions of such membership.

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) Accepted Christ as his or her personal Lord and Savior;
 - b) Professed his or her faith in a regular worship service; and
 - c) Been baptized by immersion.
2. Candidates for church membership are expected also to meet the following conditions:

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- a) Undertake and complete the church's membership course;
- b) Be in agreement with the church's statements of faith and membership covenant;
- c) Be willing to be adhere to the church's constitution and bylaws;
- d) Agree to support the church through prayer, participation in church ministries, financial giving, and ministering to others.

C. Presentation and Admission

1. Any person requesting membership shall be presented to the church in one of the following ways:
 - a) By public profession of faith in Jesus Christ and desiring believer's baptism in accordance with the policies of the church
 - b) By promise of letter from another church of like faith and order.
 - c) By offer of a statement of prior profession of faith and believer's baptism.
2. A candidate for membership who has been shall be to the church in a worship service and fulfilled the requirements for qualification 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 actively participate 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 desire 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 body. 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 at all elections and on matters submitted to the church in church meetings and receive notice as provided in these bylaws. Inactive members shall not be entitled to vote or receive notices.

2. Any active member is eligible to serve in any elected church position for which he or she meets the qualifications. Inactive members shall not be entitled to be elected or appointed to any church office or leadership position but may serve in an assisting role.
3. There shall be no voting by proxy nor any absentee voting.

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 the general welfare 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 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 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

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.

B. Composition

1. The Board of Trustees shall be comprised of no less than three (3) members. The initial Board of Trustees as designated and appointed by the Articles of Incorporation consists of three (3) members. The Board of Trustees may, at its discretion and without the necessity of amending these bylaws, increase or decrease the number of Trustees or change the range for the size of the Board of Trustees from time to time but in no event shall the number of Trustees be less than three (3).
2. The Moderator, Church Clerk, Treasurer, and shall be *ex officio* non-voting members of the Board of Trustees.
3. Trustees shall be members in good standing of the Church.

C. Appointment of Trustees

The initial members of the Board of Trustees were designated and appointed by the Articles of Incorporation. Hereafter, Trustees shall be appointed by a majority of the Church members at a duly called regular or special meeting of the Church.

D. Term of Service

Each Trustee shall serve from the date of appointment until that Trustee resigns, dies, is removed pursuant to these Bylaws, or ceases to be a member in good standing of the Church and, shall continue to serve, as reasonably possible and appropriate, until a successor Trustee has been qualified and elected.

E. Removal

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At any regular, or special meeting of the members duly called, any Trustee may be removed, with or without cause, by a vote of the majority of the Church members

F. Compensation and Reimbursement

1. No compensation shall be paid to the Trustees for their services as Trustees such as, but not limited to, in attending meetings. Compensation may be paid to Trustees for other services; provided, however, that such services are rendered pursuant to written contract approved by the Board of Trustees and that contracting Trustee abstained from the approval vote.
2. Subject to the approval of the Board of Trustees and the members of the Church, Trustees may be reimbursed for actual expenses incurred by them in the performance of their duties

G. Annual Meeting

Except as otherwise required by law, the Board of Trustees shall hold an annual meeting for and the consideration of such business as may properly be brought before it. The annual meeting shall be held at such time and place as determined by the Board.

H. Regular 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 the Board shall hold at least one regular meeting each year.
2. Notice of each meeting shall be given to each Trustee personally or by mail or electronically at least three (3) days before the meeting and shall state the date, time, and place of the meeting.

I. Special, Emergency, and Telephonic Meetings

1. Special meetings of the Board of Trustees may be called by its Chairman or at the request of three (3) Trustees exclusively for consideration the matters specified in a notice which shall be given to each Trustee personally or by mail or electronically at least three (3) days before the meeting and which shall state the date, time, and place of the special meeting.
2. Emergency meetings may be called by 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.
3. From time to time, the Board of Trustees may authorize telephonic 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.

J. Quorum and Actions

1. A quorum for the transaction of business shall consist of a majority of the Board of Trustees.
2. The act of a majority of the Trustees present at meeting, provided that a quorum is present, shall be an act of the Board of Trustees, unless a larger number is required by law, the articles of incorporation, these bylaws, or the terms of a contract or grant.

K. Board Officers

The Board shall elect a Board chairman and such other Board officers as the Board deems appropriate and necessary and shall notify the Church Clerk of such elections.

L. Reviews and Recommendations

Proposals for Church policies may be made by any Church member, staff member, or officer or may be initiated by the Board of Trustees. However, all proposals regarding the creation,

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modification, or revocation of any Church policy must be submitted to the Board of Trustees for its review and recommendations before the proposal may be considered and acted upon at a Church meeting.

Article V. Church Meetings

A. Annual Meeting

Except as otherwise required by law, the Church shall hold an annual meeting for and the consideration of such business as may properly be brought before it. The annual meeting shall be held at such time and place as determined by the Church.

B. Regular Meetings

1. Regular meetings of the Church may be held at such time and place as determined from time to time by the Church; provided, however, that the Church shall hold at least one regular meeting each year.
2. Notice of each meeting shall be given to each Church Member personally, by mail or electronically, or by posted notices and notices announced at any Church assembly, at least seven (7) days before the meeting and shall state the date, time, and place of the meeting.

C. Special and Emergency Meetings

1. Special meetings of the Church may be called by the Moderator or at the request of three (3) members exclusively for consideration the matters specified in a notice which shall be given to each Trustee personally or by mail or electronically at least three (3) days before the meeting and which shall state the date, time, and place of the special meeting.

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2. Emergency meetings may be called by the Moderator in the event of an emergency and notice shall be given to the church members in the most reasonable manner possible stating the purpose, place, and time of the meeting.

D. Quorum and Actions

1. A quorum for the transaction of business shall consist of a (*this can be in terms of a number or percent*).
2. The act of a majority of the members present at a meeting, provided that a quorum is present, shall be an act of the Church, unless a larger number is required by law, the articles of incorporation, these bylaws, or the terms of a contract or grant.

Article VI: Rules of Procedure for Meetings

A. General

The rules of procedure for any meetings of the Church, Board of Trustees, teams, and committees shall be in accordance with biblical principles and, in addition, if reasonably necessary, the latest revised edition of *Robert's Rules of Order* or *Robert's Rules of Order (Consensus Version)* may be used as a guideline and authority for rules of procedure. A copy of the latest revised edition of *Robert's Rules of Order* and *Robert's Rules of Order (Consensus Version)* shall be maintained by the Church Clerk or in the Church office and shall be available for reference for any meeting.

B. Consensus Procedure

The Church, Board of Trustees, or any team or committee may authorize and use a consensus procedure for meetings instead of the traditional majority vote procedure.

VII. Church Ordinances

A. Baptism

Any person who has received Jesus Christ as Savior by personal faith, who professes Him publicly, and who indicates a commitment to follow Christ as Lord may be baptized. Baptism shall be by immersion in water in accordance with Scripture and shall be administered as an act of worship, normally as a part of any worship service of the Church but in may be administered otherwise in special or unique circumstances at the discretion of the Pastor.

B. The Lord's Supper

The Church shall regularly observe the Lord's as scheduled by the Pastor and deacons. The Lord's Supper shall be administered under the leadership of the Pastor.

Article VIII. Pastor, Associate Pastor, Deacons, and Church Staff

A. Pastor

1. The pastor is the spiritual leader of the Church and receives authority as such from the Bible and the Holy Spirit. The pastor is responsible to perform pastoral duties and to lead the church in functioning as a New Testament church. The pastor will lead the congregation, the organizations, and the church staff in performing their tasks. The pastor is the leader of worship, proclamation, education, and pastoral ministry. The pastor shall be a voting be an ex-officio member of all committees/teams and organizations of the church.
2. The Pastor shall be called by the Church in the following manner:
 - a. A Pastor Search team shall be elected by the Church members.
 - b. The Pastor Search Team shall seek the person who is chosen by God and shall recommend one pastoral candidate at a time to the Church for its consideration.
 - c. The church will be given the opportunity to meet the candidate and hear the candidate preach in a Sunday morning worship service before the candidacy is brought before the voting members for a vote.
 - d. The vote on the calling of pastoral candidate shall be at a special meeting upon at least one week's notice.
 - e. The calling of a pastoral candidate to be pastor must have at least a 75% affirmative vote of the members voting with a quorum present.
3. The pastor shall serve until the relationship is terminated upon his request or the action

of the church upon at least a 75% affirmative vote of the members voting with a quorum present. In either circumstance, at least a two-week notice is required.

B. Associate or Other Pastor

1. An Associate Pastor or other pastor may be called to serve in specific areas of ministry under the leadership and supervision of the Pastor. The position description and responsibilities of an Associate Pastor or other pastor must be approved by the Church before candidates are considered or called to that pastoral position.
2. An Associate Pastor or other pastor shall be called by the Church in the following manner:
 - a. An Associate Pastor Search team shall be elected by the Church members.
 - b. The Pastor Search Team shall seek the person who is chosen by God and shall recommend one candidate at a time to the Church for its consideration.
 - c. The church will be given the opportunity to meet the candidate and hear the candidate preach in a Sunday morning worship service before the candidacy is brought before the voting members for a vote.
 - d. The vote on the calling of pastoral candidate shall be at a special meeting upon at least one week's notice.
 - e. The calling of a pastoral candidate to be pastor must have at least a 75% affirmative vote of the members voting with a quorum present.
3. The pastor shall serve until the relationship is terminated upon his request or the action of the church upon at least a 75% affirmative vote of the members voting with a quorum present. In either circumstance, at least a two-week notice is required.

C. Church Staff

1. The Church shall call or employ such clerical, administrative, custodial, or other staff members as the church shall need.
2. A job description shall be written when the need for staff members is determined.
3. Staff members shall be recommended to the church by a personnel team and employed church action.

D. Deacons

1. Deacons shall be elected at regular business meetings of the church by secret ballot, of which at least one week's public notice shall be given.
2. In accordance with the meaning of the work and the practice of the New Testament, deacons are to be servants of the church. The primary tasks of the deacon are to assist the Pastor in performing pastoral responsibilities and minister to Church members.
3. The deacons shall elect their officers and shall be organized to assist the Pastor, and for the consideration of problems related to their work. They may organize themselves into teams to serve the church in the areas of baptism, Lord's Supper, benevolence, membership matters, and stewardship promotion. Special teams may be needed for special assignments and projects.

4. Deacons shall serve indefinite terms which shall terminate upon the resignation, death, termination of church membership, or removal for cause by the church members.
5. The number of deacons and the time for electing new deacons shall be determined and recommended by the deacon body and the Pastor.

Article IX. Church Corporate Officers

A. Officers

1. The principal officers of the Church shall include a Moderator, Church Clerk, and Treasurer. The Church may establish other offices as in its judgment is deemed appropriate and necessary.
2. Two or more offices may be held by the same person except that the Moderator and Treasurer may not be the same person.

B. Election and Terms of Officers

1. Officers shall be elected annually by the Church members at the annual Church meeting or a special Church meeting.
2. Officers shall serve one (1) year terms and until their successors are qualified and elected.
3. If there is a vacancy in an office, whether resulting from death, inability to continue to serve, removal, or other cause, a successor officer may be elected at an annual, regular or special Church meeting to complete the term of the office vacated.

C. Removal

Officers may be removed by the Church at a regular or special meeting, with or without cause, provided that such removal is done in a manner that is fair and includes good faith efforts to honor biblical principles and guidelines such as love and reconciliation.

D. Moderator

1. The Moderator shall:
 - a. Preside at all Church meetings;
 - b. Prepare or approve the agenda and notice of all Church meetings;
 - c. Exercise the general powers usually vested in the Moderator of a Church including the power to appoint committees from time to time as the Moderator deems appropriate; and
 - d. Perform such other duties as authorized and directed by the Church.
2. The Pastor may, at the Church's discretion, serve as Moderator.
3. In the absence of the Moderator, the Church Clerk shall preside over Church meetings.

In the absence of the Moderator and the Church Clerk, the Treasurer or Chairman of the Board of Trustees may preside at a Church meetings.

E. Church Clerk

1. The Church Clerk shall attend all Church meetings; keep and maintain the minutes of all Church meetings; keep and maintain such other corporate books and records of the Church as the Church shall direct; and perform such other duties as shall be prescribed by the Moderator or the Church.
2. The Church Clerk shall keep and maintain the official roster of the members of the Church.
3. If the Church Clerk is unable to attend a meeting of the Church, the Moderator shall designate a church member to act in the place of the Church Clerk for that meeting.
4. The Church Clerk shall also complete, sign, or certify such documents or reports as may be requested or required on behalf of the Church such as, but not limited to, copies of the minutes, bylaws, governing documents, reports requested by the Utah-Idaho Baptist Southern Convention, and certification of the election of Church messengers to the annual or special meetings of the associational, the Utah-Idaho Southern Baptist Convention, and Southern Baptist Convention.

F. Treasurer

1. The Treasurer shall monitor and supervise the financial business of the corporation, render regular and special reports and accountings to the Church as required by 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 time by the Church.

2. The Treasurer shall prepare and submit an annual report which shall be audited annually by an auditing team or committee or auditor as directed by the Church.
3. The Church Clerk shall also complete, sign, or certify such documents or reports as may be requested or required on behalf of the Church such as, but not limited to, copies of the minutes, bylaws, governing documents, and reports requested by the Utah-Idaho Baptist Southern Convention.

Article X. Church Teams and Committees

The Church may establish or dismiss such standing or ad hoc Church teams or committees as it deems appropriate and necessary. The Church shall appoint or remove members of any Church teams or committees at its discretion.

Article XI. 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 client 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 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 financial books or records may be disclosed or distributed to any third party without the approval of the Church; except that if the disclosure is necessary before a meeting can reasonably be scheduled, then the Board of Trustees may authorize the disclosure or distribution.

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 or other person designated and authorized by the Church.
4. The Treasurer shall make or oversee all deposits and disbursements.

D. Financial Reports

The Church shall direct and cause all financial reports, including bookkeeping and account information, to be prepared and submitted monthly to the Treasurer. The Treasurer shall be responsible to review and analyze these reports and submit the reports, in whole or in part, together with any recommendations to the Church for its consideration and action, if any.

E. Loans

1. The Church shall make no loans of any funds or assets to a Trustee or officer.
2. A Trustee or officer may transact business with the Church, except as may be prohibited by the bylaws or applicable laws or regulations, but the transaction must be fully described with a full disclosure of all relevant facts in a legally binding document signed by that Trustee or officer, be approved by the Board of Trustees, and be in the best interests of the Church; providing that neither the Trustee nor officer participate in

the consideration and voting by the Board and that there has been full compliance with the Conflicts of Interest Policy and the requirements of applicable federal and state law for religious or charitable organizations.

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 Chairman of the Board of Trustees or such other person or persons who have been authorized and directed to do so by the Board of Trustees.

G. Contracts and Transactional Documents

1. The Board of Trustees 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 exceeds \$ 500.00 the contract must be specifically approved in advance by the Church after review by Board of Trustees and that the Board of Trustees be informed of all contracts.
2. No Trustee, officer, staff member, or agent of the Church may act in the name of or on behalf of the Church or approve or sign any legal documents pertaining to litigation without the specific prior authorization of the Board of Trustees or the Church.

H. Gifts

The Board of Trustees may accept, on behalf of the Church, any contribution or gift which has been proffered or received for purposes of the Church. The Board of Trustees may authorize gifts and charitable contributions to be made by the Church; 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 an statutes, rules, and regulations exempt organization under Section 501(c)(3) of the Internal Revenue Code or any federal and state tax and exemption

I. 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

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hold harmless any current or former Trustee, officer, or staff member from any litigation, legal or administrative proceeding, claim, judgment, costs of defense, attorneys' 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.

J. Insurance

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

Article XII. Dissolution and Distribution of Assets

A. Dissolution

The Board of Trustees may, in accordance with applicable state law, dissolve the Church upon the affirmative vote of a majority of the Trustees 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, after the payment of all corporate obligations, shall be distributed to an organization or organizations which are organized exclusively for religious and charitable purposes, and 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 internal revenue laws of the United States of America, to be used for the purposes of fulfilling the Christian purposes and the Great Commission of Jesus Christ set forth in Matthew 28: 9-20.

To designate a specific entity to which the assets will be distributed, the following can be an alternate Subsection 1:

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

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of the Church, after the payment of all corporate obligations, shall be distributed to _____ Association (or *UISBC* or other entity as long as its legal name is correctly stated), which is an organization or organizations which are organized exclusively for religious and charitable purposes, and 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 internal revenue laws of the United States of America, to be used for the purposes of fulfilling the Christian purposes and the Great Commission of Jesus Christ set forth in Matthew 28: 9-20.

2. In no event shall any asset or property of the Church be directly or indirectly distributed to or on behalf of any Trustee, officer, or staff member of the Church.

Article XIII. Conflicts and Resolution

In the event of any conflict between the 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 (Billings, Montana). If litigation is involved, the Church shall seek to resolve the legal issues first through the Utah Court-Annexed ADR (Alternative Dispute Resolution) Program.

Article XIV. 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 Board of Trustees present.

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

Moderator

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Church Clerk

Certificate of Authenticity

I, the undersigned, certify that I am the Church Clerk of _____, Inc., a nonprofit corporation and Church and that the foregoing Bylaws, consisting of _____(____) pages, are a true and correct copy of the Bylaws of _____ as approved and adopted by the members at a duly convened meeting and executed by the Moderator and the Church Clerk on _____, 20__ , at the City of _____, County of _____, Utah.

Dated this _day of _____ 1, 20__.

Church Clerk