

CORPORATE BYLAWS
of the
[Name of your church]
A *[Name of state]* Nonprofit Religious Corporation

[The above reference to “nonprofit religious corporation” may not apply in states that lack a nonprofit corporation law, or that prohibit incorporation by churches. In that case, you may either leave it out altogether, or substitute an appropriate description of the entity. Ex: “A Non-Denominational Christian Church in the State of Virginia.”]

Chapter I
NAME

Section 1.1. The name of this corporation is the *[Name of your church]* (hereinafter the “Corporation,” “local congregation,” or “church”).

Chapter II
CORPORATE OFFICE

Section 2.1. Principal Office. The principal office for the transaction of the business, affairs, and activities of the Corporation (“principal office”) is located at *[Full address of principal office, including county and state, but no P.O. Boxes]*. The board of directors (“board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2.2. Other Offices. The board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

Chapter III
MEMBERSHIP

Section 3.1. Qualifications. The membership of the Corporation shall be comprised of all persons who are recognized members of the local congregation, which is associated with the International Churches of Christ (ICC), a California *[Or, insert your state name here]* nonprofit religious corporation. Qualifications of membership shall be as follows:

- [a] Those persons who have responded positively to the teachings of the Bible, have been baptized into Christ and have been recognized as members of the local congregation by its elders (if any) and evangelist(s).

- [b] Those persons who have responded positively to the teachings of the Bible, have been baptized into Christ and have been recognized as members of another congregation that is also associated with ICC, by the elders (if any) and evangelist(s) of that congregation, but, (i) who thereafter complete an application for membership in the local congregation, (ii) whose application is approved and who are recognized as members of the local congregation, and (iii) who actively participate, and remain in good standing in the local congregation.

[c] Those persons who at one time responded positively to the teachings of the Bible, were baptized into Christ and were recognized as members of the local congregation, or of another congregation that is also associated with ICC, by the elders (if any) and evangelist(s) of the respective congregation, but (i) who were suspended or terminated for any reason, or who resigned from membership in their respective congregation, (ii) who later sought to be restored and reinstated, and completed an application for membership in the local congregation, (iii) whose application was approved and who are recognized as members of the local congregation, and (iv) who actively participate and remain in good standing in the local congregation.

[d] Memberships may also be issued for a limited period of time to persons who are members of other congregations that are associated with ICC, and who are invited to serve in the local congregation as administrators or in the ministry, for a limited period of time. A membership issued for a limited period of time requires no membership application, but shall expire when the period of time has elapsed, unless such membership is renewed.

Section 3.2. Associated Persons. The Corporation may refer to persons associated with it as “members,” even though those persons are not members as defined above. No such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code *[Delete the reference to the California Corporations Code and insert your own state’s similar code section, if any.]* References in these bylaws to “members” are not references to such associated persons.

Section 3.3 Classes and Privileges. There shall be two classes of membership, Class One and Class Two *[You may substitute other names for the classes of members.]*, as follows:

[a] Class One shall be comprised of all the membership of the local congregation, except Region Leaders *[Please use your own terminology instead of “Region Leaders,” depending on how your church is organized and how you refer to the leaders of the subgroups in the church.]* Class One members may vote only on matters related to the application of Section 11.2(c) of these bylaws. Class One members may enjoy all other rights and privileges of membership as set forth in the articles and these bylaws.

[b] Class Two shall be comprised of all the Region Leaders (defined at Section 5.1, below) of the local congregation. Class Two members may vote on all corporate matters, except those matters reserved to Class One members. Class Two members may enjoy all other rights and privileges of membership as set forth in the articles and these bylaws.

Section 3.4. Suspension and Termination. Membership in the Corporation is subject to suspension or termination as provided by the teachings of the Bible. A suspended or terminated member may exercise no rights of membership unless and until reinstated.

Section 3.5. Resignation. A member of the Corporation may resign from membership at any time as follows:

- [a] A member may resign from the local congregation for the purpose of no longer being a part of the local congregation or of any other congregation that is associated with ICC; or
- [b] Upon notice duly given to the local congregation's ecclesiastical leadership, a member may resign or withdraw from the local congregation for the purpose of moving to and placing membership in another congregation that is associated with ICC.

Section 3.6. No Memberships for Consideration. The Corporation shall issue no membership for consideration. Any and all contributions of time, finances, or any other sort, made by any member either on a weekly, monthly, yearly or other basis, shall not be tied to membership in the Corporation. No such contributions made to the Corporation may be construed in any manner whatsoever as consideration for membership or for any rights or privileges pertaining to membership in the Corporation.

Section 3.7. Transfer of Membership. No member may transfer for value a membership, or any right arising from membership, and all rights of membership cease on the member's death, suspension, termination, or resignation, or upon the dissolution of the Corporation.

Chapter IV MEETINGS OF MEMBERS

Section 4.1. Place of Meeting. Meetings of Class One members shall be held at any place within or outside *[Name of State]* designated by the board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, meetings shall be held at the Corporation's principal office.

Section 4.2. General Meetings. A general meeting of Class One members shall be held at least annually, at such time and place, and on such notice, if any, as the board may determine. Subject to Chapters V and VI of these bylaws, any other proper business may be transacted at a meeting of Class One members. *[Your state code may allow flexibility as to whether you even need a meeting of a class of members that have very limited voting rights. You may be able to delete this provision altogether and provide only for special meetings. On the other hand, you may decide that it is philosophically prudent to have an annual meeting to build unity, etc. If you decide to not hold annual meetings, your local counsel may assist with the answer.]*

Section 4.3. Special Meetings.

- [a] Special meetings of Class One members may be called at any time by a majority of the board, or a majority of the Corporation's active Class One membership. *[Section 4.3(a) is intended for churches with up to 500 members. Our intent is to require a significant number of members to call a special meeting. Thus, a few malcontents who do not represent the membership, would not be able to call a meeting in an attempt to dissolve a local church. Churches may reduce the percentage required in this provision in proportion to the actual size of their membership. Thus, for churches with over 500 members, we recommend requiring no less than 25% of the corporation's general membership to call a meeting. A church of 1000 may require 15 or 20 percent, instead.]*

- [b] A special meeting called by the required percentage of Class One members, shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the board or the secretary of the Corporation. The board shall expeditiously set a reasonable time and place for the meeting, and shall direct the secretary to give notice of the meeting to the entire membership of the local congregation in the manner that the board shall determine.

Section 4.4. Notice. Whenever Class One members are required or permitted to take any action at a meeting, notice shall be given to each member as may be ordered by the board.

Section 4.5. Voting.

- [a] Class One members shall vote on all matters that they are privileged to vote upon according to the articles and these bylaws, and each member shall have one vote.
- [b] Votes may be cast by voice, facsimile, or U.S. mail.
- [c] If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Class One members.

Section 4.6. Quorum.

- [a] A majority of the Class One members shall constitute a quorum for the transaction of business at a meeting of Class One members.
- [b] The Class One members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 4.7. Adjournment. Any meeting of Class One members, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting in person.

Section 4.8. Waiver of Notice or Consent.

- [a] The transaction of business at any meeting of Class One members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present in person, and (ii) either before or after the meeting each Class One member not present in person, signs a written waiver of notice, consent to the holding of the meeting, or approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any annual or special meeting of Class One members. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

[b] A Class One member's attendance at a meeting shall also constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice but not so included, if the objection is expressly made at the meeting.

Chapter V REGION LEADERS

Section 5.1. Selection. Region leaders *[Please use your own terminology.]*, all of whom are men and ordained ministers, shall be comprised of the heads of the ten (10) (or more) different regions of the local congregation *[Or, indicate how your church membership is organized.]*, or any other criteria that may be determined by the church's ecclesiastical leadership. For the purposes of voting on corporate matters, Region Leaders are "delegates" of the membership in their respective region of the local congregation, and represent their interests. Region Leaders shall be elected to serve by and at the pleasure of the church's ecclesiastical leadership. Any reference in these bylaws to Region Leaders is a reference to delegates and vice versa.

Section 5.2. Powers. Subject to Section 11.2(c) of these bylaws, Region Leaders shall vote, on behalf of all the members in their respective regions, on any and all matters that corporate members are generally privileged to vote upon, as well as on the election of directors, on the disposition of all or substantially all of the assets of the Corporation, on a merger and its principal terms and any amendment of those terms, and on an election to dissolve the Corporation.

Section 5.3. Removal. A Region Leader may be removed only by the church's ecclesiastical leadership, with or without cause, or with or without a recommendation of the board for removal. A board recommendation for removal must be determined at a meeting of the board called expressly for that purpose, by a 75% vote of the entire board, provided that at least the number of directors required to achieve such vote are present at the meeting. In the event a Region Leader is suspended or terminated, or resigns from membership in the Corporation, or otherwise leaves the local congregation for any reason, he ceases to be a member, is automatically removed as Region Leader, and may no longer exercise any rights or privileges of membership, including voting.

Chapter VI MEETINGS OF REGION LEADERS

Section 6.1. Place of Meeting. Meetings of Region Leaders shall be held at any place within or outside California *[Or, insert your state's name here]* designated by the board or by written consent of all region leaders, given before or after the meeting. In the absence of any such designation, meetings shall be held at the Corporation's principal office.

Section 6.2. General Meetings. A general meeting of Region Leaders shall be held at least annually at such time and place, and on such notice, if any, as the board may determine. Subject to Section 6.4(b) of these bylaws, any other proper business may be transacted at this meeting.

Section 6.3. Special Meetings.

[a] Special meetings of Region Leaders may be called at any time by a majority of the board, or the president, or a majority of the Region Leaders.

[b] A special meeting called by the president or a majority of the Region Leaders shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the board or the secretary. The board shall expeditiously set a reasonable time and place for the meeting, and shall direct the secretary to give notice of the meeting to the Region Leaders in the manner that the board shall determine.

Section 6.4. Notice Requirements.

[a] Whenever Region Leaders are required or permitted to take any action at a meeting, notice shall be given to each Region Leader as may be ordered by the board.

[b] Approval by the Region Leaders of any of the following proposals, other than by their unanimous approval, is valid only if the notice or waiver of notice specifies the general nature of the proposal: (i) removing a director without cause; (ii) amending the articles of incorporation; (iii) adopting, amending, or repealing bylaws; (iv) disposing of corporate assets; (v) adopting or amending a merger agreement; or (vi) approving the election to wind up and dissolve the Corporation.

Section 6.5. Quorum.

[a] Seventy-five percent (75%) of the Region Leaders shall constitute a quorum for the transaction of business at a meeting of the region leaders.

[Again, this super-majority requirement is intended to protect the church entity and ensure that the church membership is indeed represented in the transaction of any business by the Region Leaders.]

[b] The Region Leaders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Region Leaders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Region Leaders required to constitute a quorum.

Section 6.6. Adjournment. Any meeting of Region Leaders, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Region Leaders represented at the meeting in person.

Section 6.7. Voting.

[a] Each Region Leader shall be entitled to cast one vote on each matter submitted to a vote of the Region Leaders. A Region Leader may not cumulate votes for the election of directors.

[b] Votes may be cast by voice, facsimile, or U.S. mail.

- [c] If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Region Leaders and of the general corporate membership.

Section 6.8. Waiver of Notice or Consent.

[a] The transaction of business at any meeting of Region Leaders, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present in person, and (ii) either before or after the meeting each Region Leader not present in person, signs a written waiver of notice, consent to the holding of the meeting, or approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any annual or special meeting of Region Leaders, except as provided in Section 6.4(b) of these bylaws. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

[b] A Region Leader's attendance at a meeting shall also constitute a waiver of notice of that meeting, except when the Region Leader objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice but not so included, if the objection is expressly made at the meeting.

Section 6.9. Action by Written Ballot.

[a] Any action that may be taken at any general meeting or special meeting of Region Leaders may be taken without a meeting if (i) the written ballot of every Region Leader is solicited, (ii) the required number of signed approvals setting forth the action so taken is received, and (iii) Sections 6.9 (a) through (d) of these bylaws are complied with.

[b] All solicitations of written ballots shall indicate the time by which the ballot must be returned to be counted.

[c] Approval by written ballot without a meeting shall be valid only when (i) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

[d] A written ballot may not be revoked.

**Chapter VII
RECORD DATE**

Section 7.1 The board may fix in advance a reasonable record date for determining the Class One members and Region Leaders entitled to notice of, or to vote at any meeting, to vote by

written ballots, or to exercise any other rights with respect to any lawful action. If no record date is otherwise fixed by the board:

- [a] The record date for determining the Class One members or Region Leaders entitled to notice of a meeting shall be the business day preceding the day on which notice is given, or if notice is waived, the day of the meeting.
- [b] The record date for determining the Class One members or Region Leaders entitled to vote shall be the date on which the meeting is held or the day on which the first written ballot is mailed or solicited.
- [c] The record date for determining the Class One members or Region Leaders entitled to exercise any rights with respect to any other lawful action shall be the date the board adopts the resolution relating to the action or the 60th day before the action, whichever is later.

Chapter VIII DIRECTORS

Section 8.1. Election. Subject to Section 8.4 below, directors shall be elected in the following manner:

- [a] The board shall nominate a maximum of ten (10) persons from among the membership of the local congregation; and
- [b] The Region Leaders shall thereafter, elect at least three (3), but no more than eight (8) of those persons nominated to serve as directors, depending on the number provided for in a resolution of the board.

[The number of nominations in section 8.1(a) and the limits in section 8.1(b) may vary depending on the size and needs of the local church. We recommend that churches have at least 5 board members. New and very small churches may start out with 3 board members and increase the number as the membership increases. Under no circumstances do we recommend that a church function with less than 3 board members. The Los Angeles church with a membership approaching 7,000 has nine board members. We would not recommend more than nine or ten board members.]

Section 8.2. General Powers. Subject to the provisions and limitations of the California *[Insert your own state's name]* Nonprofit Religious Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or these bylaws relating to action requiring approval by Class One members, Region Leaders, or the church's ecclesiastical leadership, and in accordance with the religious principles of the Bible, the temporal activities, business, and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board, except as otherwise specified in Section 8.3(a) below.

Section 8.3. Specific Powers. Without prejudice to the general powers set forth in Section 8.2 of these bylaws, but subject to the same limitations, the board shall have the following powers in addition to other powers enumerated in these bylaws:

- [a] To select and remove at the pleasure of the board all officers, agents, and employees; to prescribe powers and duties for them as may be consistent with law, the articles of incorporation, and these bylaws; to fix their compensation; and to require from them security for faithful service. Notwithstanding the provisions of this part, this power shall not extend to the selection, removal and prescription of duties of ministry personnel, including Region Leaders, who the board acknowledges are subject to ecclesiastical authority.
- [b] To conduct, manage, and control the temporal affairs and activities of the Corporation and make such rules and regulations for these purposes, consistent with law, the articles of incorporation and these bylaws, as they may deem best.
- [c] To adopt and use a corporate seal, and alter the form of seal.
- [d] To borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- [e] To exercise all other powers conferred by the *[Name of your state]* Nonprofit Religious Corporation Law, or other applicable laws, consistent with the articles and these bylaws, and with the religious principles of the Bible.

Section 8.4. Number and Qualifications of Directors.

- [a] The board shall consist of at least three (3), but no more than eight (8) directors until changed by amendment to these bylaws. *[Please see note that follows Section 8.1(b) above]* The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board.
- [b] The qualifications for Directors are membership, as described in Section 3.1(a), (b) or (c) above, and a position of leadership, in the local congregation.

Section 8.5. Term of Office. The term of office for all directors shall be for a two (2) year period from the date of election. *[We recommend that each term of service on the board last for two years; no more and no less. However, re-election to the board in a subsequent term is permissible. In effect, a board member may serve as many 2-year terms as he or she desire, if elected.]*

Section 8.6. Vacancies.

- [a] **Events Causing Vacancies.** A vacancy or vacancies on the board shall exist on the occurrence of the following: (i) the death or resignation of any director; (ii) the declaration by board resolution of a vacancy of the office of a director who has been

declared of unsound mind by an order of court or convicted of a felony; (iii) removal of a director for fraudulent acts in an action in Superior Court under Section 9223 of the California Corporations Code *[Or, the corresponding section of your state's corporations code]*; (iv) the vote of the board, or of the Region Leaders (on behalf of the church membership) to remove a director for any reason, with or without cause; (v) the increase of the authorized number of directors; or (vi) the failure of the Region Leaders, at any meeting of Region Leaders at which any director or directors are to be elected, to elect the number of directors to be elected at that meeting.

- [b] **Resignations.** Except as provided below, any director may resign as director by giving written notice to the chairman of the board, if any, or to the president or the secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. No director may resign if the Corporation would then be left without a duly elected director or directors.
- [c] **Removal.** A director may be removed, with or without cause, at a meeting of the board, or a meeting of the Region Leaders, called expressly for that purpose, by such vote as would suffice for his or her election. In the event a Director is suspended, terminated or resigns from membership in the local congregation, or for any reason ceases to be a member of the local congregation, he or she is automatically removed as Director.
- [d] **Filling Vacancies.** Any vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
- [e] **Vacancies Filled by Region Leaders.** The Region Leaders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the board.
- [f] **No Vacancy on Reduction.** No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 8.7. Directors' Meetings.

- [a] **Place.** Regular or special meetings of the board may be held at any place within or outside California *[Or, insert your state's name here]* that the board may designate or, if not so designated, meetings shall be held at the Corporation's principal office. Notwithstanding the above provisions of this Section, a regular or special meeting of the board may be held at any place consented to in writing by all board members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.
- [b] **Meeting by Telephone.** Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as directors participating in the

meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

[c] **Regular Meetings.** Regular meetings of the board may be held without call or notice at such time and place as the board shall fix from time to time.

[d] **Special Meetings.** Special meetings of the board for any purpose may be called at any time by the chairman of the board, or by any two directors.

Section 8.8. Manner of Giving Notice.

[a] Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director; (iv) by electronic mail, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director; (v) by telegram, charges prepaid; or (vi) by facsimile. All such notices shall be given or sent to the director's address, telephone, electronic mail address, or facsimile number as shown on the records of the Corporation.

[b] **Time Requirements.** Notices of special meetings of the board sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, electronic mail, telegraph, or facsimile, shall be delivered, telephoned, electronically mailed, given to the telegraph company, or sent by facsimile at least 48 hours before the time set for the meeting.

[c] **Contents.** The notice of a special meeting of the board shall state the time for the meeting and the place, if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

Section 8.9. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. An exception to the provisions of this section is the super-majority requirement of Section 5.3 above,

Section 8.10. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to the director.

Section 8.11. Assent to Action. A director of the Corporation who is present at a meeting of the directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- [a] The director's dissent is entered in the minutes of the meeting;
- [b] The director files a written dissent to the action with the secretary of the meeting before the meeting is adjourned; or
- [c] The director forwards a written dissent by registered mail to the secretary of the Corporation immediately after adjournment of the meeting, such right to dissent may not be exercised by a director who voted in favor of such action.

Section 8.12. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 8.13. Action Without a Meeting. Any action that the board is required or permitted to take may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as the unanimous vote of the board. Such consents shall be filed with the minutes of the proceedings of the board.

Section 8.14. Directors' Compensation and Reimbursement. Directors shall receive no compensation for their services as directors, but may receive reimbursement for expenses in attending meetings. Nothing in these bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Chapter IX COMMITTEES OF THE BOARD

Section 9.1. Power to Create. The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors *[Your state law may direct a different minimum number of directors allowed to serve on a committee.]* and no persons who are not directors, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member(s) at any meeting of such committee. Committees of the board, to the extent provided in the board resolution, shall have all authority of the board, except that no committee, regardless of board resolution, may:

- [a] Take any final action on matters that, under the *[Name of your state]* Nonprofit Religious Corporation Law, also require approval of members or approval of a majority of all members;
- [b] Fill vacancies on any committee that has the authority of the board;
- [c] Fix compensation of the directors for serving on the board or on any committee;

- [d] Amend or repeal bylaws or adopt new bylaws;
- [e] Amend or repeal any board resolution that by its express terms is not so amendable or repealable; or
- [f] Create any other committees of the board or appoint members of committees of the board.

Section 9.2. Meetings and Action of Committees. Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by board resolution or, if there is none, by resolution of the committee of the board. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee that are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

Chapter X CORPORATE OFFICERS

Section 10.1. Officers. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Chief Financial Officer *[The designated officers for your corporation may be different. However, be careful to observe state corporate laws prohibiting certain offices held concurrently by the same person.]*, and such other officers with such powers and duties not inconsistent with these bylaws as may be appointed and determined by the board. The Corporation may also have, at the board's discretion, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 10.3 of these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board. *[The primary officers of your corporation may be different. For example, you may prefer to use "Treasurer" instead of "Chief Financial Officer" (if so, be sure to change the title of Section 10.11), or you may prefer to have no Vice President initially. For churches that are in their infant stages, we recommend that the administrator act both as Secretary and Treasurer, the evangelist act as President, and that there be no other officers than these. There should never be a problem with the Secretary and Treasurer being the same person, but if you plan to make any other dual-officer combination, be careful to observe state corporate laws prohibiting certain offices held concurrently by the same person.]*

Section 10.2. Election of Officers. The officers of the Corporation, except those appointed under Section 10.3 of these bylaws, shall be chosen by the board and each shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment. Officers shall be appointed by the board every two years and for a two year term. *[We recommend that officers serve for two years. Terms may be longer than two years if required by state law, or if it best serves your church's needs.]*

Section 10.3. Other Officers. The board may appoint and may authorize the chairman of the board, the president, or other officer to appoint any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties determined by the board.

Section 10.4. Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed, with or without cause, by the board or by an officer on whom the board may confer that power of removal, whenever in its judgment the board determines that the best interests of the Corporation would be served thereby.

Section 10.5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 10.6. Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur.

Section 10.7. Chairman of the Board. If a chairman of the board (a board member) is elected, that chairman shall preside at board meetings and shall exercise and perform such other powers and duties as may be assigned by the board or prescribed by the bylaws. If there is no president, the chairman of the board shall also be the chief executive officer and shall have the powers and duties prescribed by these bylaws for the president of the Corporation.

Section 10.8. President. Subject to such supervisory powers as the board may give to the chairman of the board, if any, the president shall, subject to the control of the board, be the general manager of the Corporation and shall supervise, direct, and control the business and the officers of the Corporation. The president may sign, with the secretary or any other proper officer of the Corporation authorized by the board, any deeds, mortgages, bonds, contracts, or other instruments which the board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board, by these bylaws, or by statute, to some other officer or agent of the Corporation. The president shall preside at all members' meetings, at all region leaders' meetings, and (in the absence of the chairman of the board, or if there is none), at all board meetings. In general, the president shall perform all duties incident to the office of President and such other powers and duties as the board or the bylaws may prescribe from time to time.

Section 10.9. Vice President(s). In the absence or disability of the president, the vice president(s), if any, in order of their rank as fixed by the board or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice

president(s) shall have such other powers and perform such other duties as the board or the bylaws may prescribe from time to time.

Section 10.10. Secretary.

- [a] **Book of Minutes.** The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, of member's meetings and of region leaders' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was general or special and, if special, how authorized, the notice given, the names of those present at board and committee meetings, the number of members present or represented at members' meetings, and the names of those present at region leaders' meetings.
- [b] **Membership Records.** The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the board may direct, a record of the Corporation's members, showing all members' names, addresses, and class of membership, if any.
- [c] **Articles/Bylaws.** The secretary shall keep or cause to be kept at the principal office in California *[Or, insert your state's name here]*, a copy of the articles of incorporation and bylaws, as amended to date.
- [d] **Notices, Seal and Other Duties.** The secretary shall give, or cause to be given, notice of all meetings of the members, all meetings of Region Leaders and all meetings of the board, and of committees of the board required by the bylaws to be given. The secretary shall keep the corporate seal in safe custody, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe from time to time.

Section 10.11. Chief Financial Officer.

- [a] **Books of Account.** The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.
- [b] **Deposit and Disbursement of Money and Valuables.** The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the board may designate, shall disburse the Corporation's funds as the board may order, shall render to the president and directors, when requested, an account of all transactions as chief financial officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe from time to time.
- [c] **Bond.** If required by the board, the chief financial officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his office and for restoration to the Corporation of all its

books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

Chapter XI

INDEMNIFICATION AND INSURANCE

Section 11.1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 9246(a) of the California Corporations Code *[Insert your state's corresponding code section here]*, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section and including an action by or in the right of the Corporation, by reason of the fact that such person is or was a person described by that Section. "Expenses" as used in this bylaw, shall have the same meaning as in Section 9246(a) of the California Corporations Code *[Insert your state's corresponding code section here]*.

Section 11.2. Approval of Indemnity.

- [a] On written request to the board by any person seeking indemnification under Section 9246(b) or Section 9246(c) of the California Corporations Code *[Insert your state's corresponding code section here]*, the board shall promptly determine in accordance with Section 9246(a) of the California Corporations Code *[Insert your state's corresponding code section here]* whether the applicable standard of conduct set forth in Section 9246(b) or Section 9246(c) *[Insert your state's corresponding code sections here]*, has been met and, if it has, the board shall authorize indemnification.

- [b] If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of Region Leaders. At that meeting, the Region Leaders shall determine under Section 9246(e) of the California Corporations Code *[Insert your state's corresponding code section here]* whether the applicable standard of conduct set forth in Section 9246(b) or Section 9246(c) *[Insert your state's corresponding code section here]* has been met and, if it has, the Region Leaders present at the meeting in person or by ballot, provided a quorum is present, shall authorize indemnification.

- [c] If the Region Leaders cannot authorize indemnification because the number of Region Leaders who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Region Leaders who are not parties to that proceeding, the board shall promptly call a meeting of the entire membership of the local congregation. At that meeting, the members shall determine under Section 9246(e) of the California Corporations Code *[Insert your state's corresponding code section here]* whether the applicable standard of conduct set forth in Section 9246(b) or Section 9246(c) *[Insert your state's corresponding code section here]* has been met and, if it has, the members present at the meeting in person or by ballot, provided a majority of the membership is present, shall authorize indemnification.

Section 11.3. Advancement of Expenses. To the fullest extent permitted by law and except as is otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Section 11.1 of these bylaws in defending any proceeding covered by that Section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 11.4. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of its officers, directors, employees, and other such agents against any liability asserted against or incurred by any officer, director, employee, or other such agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such (whether or not the Corporation would have the powers to indemnify him/her against such expenses or liabilities under the provisions of this Chapter).

Chapter XII EXEMPT ACTIVITIES

Section 12.1. Notwithstanding any other provision of these bylaws, no director, officer, employee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, or any successor provision or provisions thereof.

Chapter XIII RECORDS AND REPORTS

Section 13.1. Maintenance of Corporate Records. The Corporation shall keep, at the Corporation's principal office or such other place as the board may direct, adequate and correct books and records of account, written minutes of the proceedings of its members, Region Leaders, board and committees of the board, and a record of each member's, name, address, and class of membership, if any.

Section 13.2. Members' Inspection Rights.

[a] **Membership Records.** Any member of the Corporation may inspect and copy the record of the member's names, addresses, and voting rights at reasonable times, on five business days' prior written demand to the Corporation for a purpose reasonably related to the member's interest as a member.

[b] **Accounting Records and Minutes.** Any member of the Corporation may inspect the accounting books and records and minutes of proceedings of the members, the Region Leaders, the board, and committees of the board on written demand made on the Corporation at any reasonable time for a purpose reasonably related to that member's interest as a member.

Section 13.3. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office, or if its principal office is not in California *[Or, insert your state's name here]*, at such other place as the board may direct, the original or a copy of the articles of

incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during the office hours. If the principal office of the Corporation is outside California *[Or, insert your state's name here]* and the Corporation has no principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to date.

Section 13.4. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation for a purpose reasonably related to the director's interests as a director. If these documents are kept outside the state of incorporation, the secretary shall, on the written request of any Director, furnish to that Director a copy of the articles of incorporation and bylaws, as amended to date.

Chapter XIV CONSTRUCTION AND DEFINITIONS

Section 14.1. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California *[Or, insert your state's name here]* Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes both a legal entity and a natural person.

Chapter XV AMENDMENTS

Section 15.1. Bylaws may be adopted, amended, or repealed by approval of the Region Leaders in their capacities as delegates of the church members. Bylaws may also be adopted, amended, or repealed by the board.

Section 15.2. A bylaw specifying or changing a fixed number of directors or the maximum or minimum number, or the qualifications of directors, or changing from a fixed to a variable board or vice versa, may only be adopted, amended or repealed by approval of the Region Leaders.

Section 15.3. Any bylaw provision that requires the vote of a larger proportion of, or all of, the Region Leaders, or the vote of a larger proportion of, or all of, the directors than is otherwise required by the California *[Or, your state name.]* Nonprofit Religious Corporation Law, shall not be altered, amended, or repealed except by that greater vote.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the *[Name of your church]*, a California *[Name of your state]* nonprofit religious corporation; that the above bylaws, consisting of _____ pages, are the bylaws of this Corporation as adopted by the board and/or the members on _____; and that they have not been amended or modified since that date.

Executed on _____, at *[Name of your city and state]*.

[Name of your secretary], Secretary

