

# SAMPLE Bylaws

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(Name of local United Methodist Church)

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(City, County and State)

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[**Note:** As of December 2000 incorporation of churches is prohibited in Virginia and West Virginia; if you are from one of those two states, this document will not be appropriate for you to use; also, state law regarding religious and/or not-for-profit corporations varies widely, so you will need to consult with a local attorney to ensure that your own bylaws are drafted in conformity with state law; your bylaws, as finally drafted, also should be reviewed by your district superintendent, to ensure that they conform to *The Book of Discipline*; these sample bylaws are simply that: a sample, that may be helpful to your attorney in getting you started as you seek to incorporate your local church]

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## ARTICLE I. IDENTITY

These are the Bylaws of the above named United Methodist Church, a non-profit religious corporation [**Note:** this may need to be changed to reflect the type of corporation, based on the options for incorporation in your state, *e.g.*, a not-for-profit corporation; a non-profit religious corporation, a religious corporation, etc.] organized pursuant to the laws of **state**, with its principal place of business at the above stated city and county in \_\_\_\_\_ **state** (“the Corporation”).

## ARTICLE II. PURPOSES AND POWERS

**Section 2.01.** The Corporation is organized as a local United Methodist Church exclusively for religious purposes, [**Note:** some will want to edit or add to the description from here] to promote the Christian religion through the preaching of the word of God, administration of the Sacraments, ordinances and other means of grace; to reach out and receive with joy all who will respond; to encourage people in their relationship with God and invite them to commit to God’s love in Jesus Christ; to provide opportunities for people to seek spiritual formation; and to support people to live lovingly and justly in the power of the Holy Spirit as faithful disciples, all in accordance with *The Discipline*.

**Section 2.02.** All the powers authorized and permitted by *The Book of Discipline* (as amended from time to time by the General Conference) (“*The Discipline*”) for a local church corporation shall be the powers of this Corporation, together with such powers as granted to the Corporation by the \_\_\_\_\_ [cite to state statute], as amended from time to time.

### ARTICLE III. GOVERNANCE

**Section 3.01.** The Corporation shall look to these Bylaws, the Articles of Incorporation, *The Discipline*, and the laws of this state with reference to non-profit religious corporations, and Section 501(c)(3) of the Internal Revenue Code (as amended from time to time) for guidance in the operation of its affairs [**Note: may need to modify to comply with or mention specific state statutes**].

**Section 3.02.** Where these Bylaws conflict with *The Discipline*, *The Discipline* shall control.

### ARTICLE IV. MEMBERS

[**Note: Check state law to see whether there are any special requirements for corporations that have members**]

**Section 4.01.** The initial members of the Corporation shall be the members of the local church congregation immediately prior to incorporation. Persons subsequently becoming members of the local church congregation shall be members of the Corporation, and persons ceasing to be members of the local church congregation shall cease to be members of the Corporation.

**Section 4.02.** Only those members of the Corporation who are members of the Charge Conference, as defined in *The Discipline*, are entitled to vote at a meeting of the members; provided, however, that if the District Superintendent convenes (or authorizes the convening of) a Charge Conference as a Church Conference, then all members of the Corporation present shall be entitled to vote at such Church Conference.

**Section 4.03.** The annual meeting and any special meeting of the members (whether convened as a Charge Conference or a Church Conference) shall be convened and held, with notice, quorum and voting rights, all as provided for in *The Discipline*.

### ARTICLE V. BOARD OF DIRECTORS

**Section 5.01.** The Board of Trustees of the \_\_\_\_\_  
[**name of local church**] shall serve as the Board of Directors of the Corporation (“the Board”), and shall be elected and serve in accordance with the provisions of *The Discipline*.

**Section 5.02.** The number, qualifications, and constitution of the Board, their term in office and their method of election, removal and replacement shall be in accordance with the provisions of *The Discipline* for the Board of Trustees.

**Section 5.03.** Subject to the direction of the Charge Conference, the property, equipment, insurance coverage, bequests, and trusts of the Corporation shall be managed by the Board, consistent with the responsibilities of the Board of Trustees in *The Discipline*.

**ARTICLE VI. CHURCH COUNCIL**  
**[Formerly Administrative Board/Council]**

**Section 6.01.** The Church Council **[Formerly the Administrative Board/Council]** shall have general oversight of the administration and program of the Corporation in pursuing the primary task of the Corporation, pursuant to *The Discipline*.

**Section 6.02.** The membership on the Church Council **[or Administrative Board/Council]** shall be as provided in *The Discipline*.

**ARTICLE VII. OFFICERS**

**Section 7.01.** The Board of Directors shall elect from its membership, to hold office for a term of one year or until their successors shall be elected, a chairperson [president], vice-chairperson [vice-president], secretary, who shall serve as the officers of the Corporation. The chairperson and vice-chairperson shall not be members of the same class.

**Section 7.02.** Any officer may be removed from office at any time by a majority vote of the Board, as then constituted, notwithstanding the fact that the term for which s/he may have been elected has not expired. No cause need be assigned for any removal under this section.

**Section 7.03.** Any vacancy in any office may be filled by the Board at any regular or special meeting.

**Section 7.04.** The chairperson shall preside at all meetings of the Board. The chairperson shall execute all contracts authorized by the Board and shall perform such other duties as are incident to the office or properly required of him/her by the Board, in accordance with *The Discipline*.

**Section 7.05.** The vice-chairperson shall perform the duties of the chairperson in the absence or disability of the chairperson. In addition, the vice-chairperson shall have such powers and discharge such duties as may be properly assigned to him/her, from time to time, by the Board, in accordance with *The Discipline*.

**Section 7.06.** The secretary shall keep a record of all proceedings at the meeting of the Board, give notices, have custody of the corporate seal, attest when necessary the signature of the chairperson, affix the seal to all instruments required to be executed under seal and as authorized by the Board, attend to any and all filings required by state law, and maintain the corporation's records. The secretary shall have such other powers and perform such other duties as are incident to the office or properly required of him/her by the Board, in accordance with *The Discipline*.

**Section 7.07.** The treasurer(s) of the local church, elected by the charge conference, shall serve as the treasurer(s) of the Corporation. If such person is not already a member of the Board, then s/he shall not have a vote but rather shall serve as an *ex officio* member of the Board, without vote. [**Note:** This sub-section may or may not fit with the current operating structure of

a particular local church; it is not mandatory that the corporation have a treasurer as an officer, unless mandated by state law; however, the bylaws need to be clear that if someone else is going to serve as treasurer of the corporation (other than the local church treasurer), that person does not have control over all of the funds of the local church, given the role of the local church treasurer under *The Discipline*]

## ARTICLE VIII. MEETINGS

**Section 8.01.** The Board of Directors shall meet at least annually, at the call of the pastor of the local congregation or the chairperson of the Board, at such times and places as shall be designated in a notice provided to each Board member and the pastor(s) at a reasonable time prior to the appointed time of the meeting. The notice may be by mail, church bulletin, telephone or fax machine [note any state law requirements here]. The notice shall include the date, hour and place of all such meetings. **Note:** State law may require a specified time] Notice may be waived, as provided for in the [cite to state statute] and *The Discipline*.

**Section 8.02.** An organizational meeting of the Board shall be held within thirty days after the beginning of the ensuing calendar or conference year, for the purpose of electing officers for the ensuing year and transacting any other business properly brought before it.

**Section 8.03.** A quorum at any Board meeting shall consist of a majority of the Board, as constituted at the time of such meeting. The acts approved by a majority of those present at any meeting, at which a quorum is present, shall constitute the acts of the Board of Directors, except where a greater than majority vote is required by state law or *The Discipline*.

## ARTICLE IX. INDEMNIFICATION

The Corporation is authorized to indemnify its officers and directors to the full extent permitted by state law. [**Note:** Some local churches may want to make indemnification mandatory; however, be very careful in making such language mandatory, to ensure that you are not indemnifying more than you can truly indemnify, to ensure that you are complying with state law, and to ensure that you are not agreeing to indemnify acts which would be in violation of the *Discipline*, including its social principles; it is also important to consider the insurance coverage afforded by the local church's directors and officers liability insurance policy, if any, before deciding how to write this paragraph.]

## ARTICLE X. AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the full Board (as then constituted) at any meeting of the Board, provided that the notice of such meeting clearly sets forth the proposed changes which are to be considered.

## **ARTICLE XI. DISSOLUTION**

Should the Corporation cease to exist, the title to all its property shall be vested in the annual conference Board of Trustees of The United Methodist Church, to be held in trust for the benefit of the local church, if it should continue to exist, and, if not, for the benefit of the annual conference of The United Methodist Church, or its successor entity, or, if such transfer is not possible, then such title shall be vested in an organization qualified under § 501(c)(3) of the Internal Revenue Code, as amended from time to time. [**Note:** state law may require a variation in this paragraph, but it is important to retain the notion that all real property is to be held in trust]

**Effective as of** \_\_\_\_\_

**Secretary [or incorporator]**