**SAMPLE**

**Bylaws of ABC Church**

**Article I**

**Name and Purpose**

**Section 1.1**: **Name:** This corporation shall be known as ABC Church.

**Section 1.2:** **Basis:** The basis of this Church is the Holy Bible which we believe, confess, and declare to be the inspired and infallible Word of God, and our only rule for faith and practice.

**Section 1.3:** **Forms of Unity**: This Church, as an ecclesiastical organization and legal corporation, accepts, believes, and is bound by the Form of Subscription to the following named Reformed Creeds as a true interpretation of the Holy Bible:

The Belgic Confession, The Heidelberg Catechism, The Canons of Dort

**Section 1.4:** **Purposes:** This Church is formed for charitable and religious purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, as amended. The general charitable and religious objectives and purposes of the Church shall be those stated in the Fifth Paragraph of the Articles of Association of the Christian Reformed Church in North America.

This Church shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

The Church has not been formed for pecuniary profit or gain. No part of the assets, income or profit of the Church will inure to the benefit of officers or Trustees. However, the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I, Section 4.

No substantial part of the activities of the Church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Church shall not participate in, or intervene in (including the publishing or distribution of statements in) any political campaign on behalf of any candidate for public office.

**Article II**

**Governance**

The government of the Church shall be conducted in accordance with the Church Order of the Christian Reformed Church in North America as adopted by its Synod in 1965 and as subsequently amended and revised.

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**Article III**

**The Council**

**Section 3.1:** **Powers and Duties.** The property, business and affairs of the Church shall be under the direction and control of the Church Council. The Council shall have final authority for making and carrying out decisions for and on behalf of the Church.

The Council shall be the Board of Trustees for the Church and shall be comprised of the minister or ministers, the elders and the deacons. If at any time the Church has no minister, then the Council shall be comprised of the elders and deacons. The members of the Council are the Trustees for the corporation within the meaning of Michigan Compiled Laws Section 458.421.

The Council’s responsibilities include those tasks which belong to the common administration of the Church, such as the calling of ministers, the approval of nominations for Trustees, mutual censure, meeting with church visitors, and other matters of common concern.

The Council shall also have the power to accept or refuse to accept any bequests, gifts or grants which are proposed to be made to this Church based upon the discretion and judgment of the Trustees, taking into consideration the nature of the proposed gift, any conditions or restrictions placed upon the gift and the appropriateness of such gift to the purposes of this Church.

**Section 3.2: Duties of the Ministers and Elders.** The ministers and elders shall oversee the doctrine and life of the members of the congregation and fellow Trustees, shall exercise pastoral care coupled with admonition and discipline, shall participate in and promote evangelism, and shall defend the Reformed faith.

**Section 3.3: Duties of Deacons.** The deacons shall represent and administer of the mercy of Christ to all people, especially to those who belong to the community of believers, and shall stimulate the members of the Church to faithful, obedient stewardship of their resources on behalf of the needy—all with words of biblical encouragement and testimony which assure the unity of word and deed.

The deacons shall enable the needy under their care to make use of Christian institutions of mercy. They shall confer and cooperate with diaconates of neighboring churches when this is desirable for the proper performance of their task. They may also seek mutual understandings with agencies in their community which are caring for the needy, so that the gifts may be distributed properly.

**Section 3.4: Number and Term of Trustees.** Only communicant members in good standing are eligible for service as Trustees. The number of elders and deacons serving on the Council shall be determined by Council from time to time. The elders and deacons shall serve for a limited term which shall be determined by the Council from time to time. Each elder and deacon shall hold office until his or her successor has been duly appointed and qualified.

**Section 3.5: Officers.** The Council shall elect from its membership a President to preside over its meetings; a Vice President to assist the President and to preside in his absence; a Clerk to be responsible

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for the minutes of meetings, a record of Church membership and official correspondence of the Church; and a Treasurer to handle financial matters of the Church. The Council may appoint other members of the Church to assist these officers in the function of their affairs. The deacons shall also elect a Chairperson from among the deacons to preside over meetings of the diaconate.

**Article IV**

**Meetings of Council**

**Section 4.1: Regular and Special Meetings.** Regular meetings of the Council shall generally be held on a monthly basis at a time and place announced to the congregation. Special meetings of the Council may be convened at any time by a majority vote of the Trustees then in office.

**Section 4.2: Quorum.** At any meeting of the Council, a majority of the Trustees shall comprise a quorum for the transaction of business.

**Section 4.3: Notice of Special Meetings.** In addition to announcing a special meeting to the congregation, written notice shall be given of any special meeting to each Trustee. This notice shall be personally delivered or mailed to each Trustee not less than 10 days prior to the date of the meeting. The notice shall specify the date, place and hour of the meeting and the purpose or purposes for which it is convened.

**Section 4.4: Waiver of Notice.** Attendance without objection at any meeting shall constitute waiver of notice of that meeting. Waiver of notice executed in writing before or after the date of the meeting shall be equivalent to receipt of notice by the individual executing for waiver.

**Section 4.5: Voting.** At all meetings of the Council when a quorum is present, the affirmative vote of a majority of Trustees present and voting on the question shall, except where a larger vote may be required by the Council, the Church Order or law, decide any question brought before that meeting.

**Section 4.6: Action Without Meeting.** Any action required to be taken at a meeting of the Council may be taken without a meeting if a written consent, stating the action so taken shall be signed by all Trustees who are entitled to vote with respect to the action.

**Section 4.7: Telephone Conferences.** A Trustee may participate in a meeting of the Council by a conference telephone or similar communication device and shall be deemed actually present at the meeting.

**Article V**

**Committees**

The Council shall have the power to appoint committees to assist in the performance of the ministry of the Church. Membership of the committees shall be limited to communicant members in good standing. The committee shall have the authority to request the assistance of other persons, both members and

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nonmembers, in the fulfillment of their duties. The committee shall have the power ot act within the area delegated to them by the Council. Each committee shall submit regular reports to the Council.

**Article VI**

**Congregational Meetings**

**Section 6.1: Annual Meeting.** An annual meeting of the congregation shall be held each year. Notice of the meeting and an agenda for the meeting shall be announced on two consecutive Sundays prior to the meeting date in the Church bulletin. At the annual meeting, the Council may submit for congregational vote the election of elders and deacons, the adoption of the annual budget, and any other appropriate business properly brought before the congregation.

**Section 6.2: Special Meetings.** Special congregational meetings shall be called when deemed necessary by the Council.

**Section 6.3: Voting.** All communicant members in good standing shall have the right to vote at all congregational meetings. The affirmative vote of the majority of those present and voting on the question shall, except where a larger vbote may be required by the Council, the Church order or law, decide any question brought before that meeting.

**Section 6.4: Final Authority.** Although full consideration shall be given to the vote of the congregation, the authority for making a carrying out final decisions on all issues remains with the Council.

**Section 6.5: Quorum.** A minimum quorum shall not be required for congregational meetings.

**Article VII**

**Finances**

**Section 7.1: Budget.** It shall be the duty of the Council to formulate an annual budget for the operations of the Church. Monies shall be raised by means consistent with the tax exempt status of the Church. The Council shall encourage the membership of the Church to faithfully support the programs of the Church through gifts and contributions.

**Section 7.2: Books and Records.** The books and records of the Church shall be properly kept to have information readily available for reports to the government and Council and to enable an accurate audit of the finances of the corporation.

**Section 7.3: Employment of Staff and Agents.** The Council shall have the power to employ accountants, counsel, custodians, administrative staff and agents and to pay their reasonable expenses and compensation.

**Section 7.4: Fiscal Year.** The fiscal year of the corporation shall be set by the Council.

**Section 7.5: Authorized Signatories.** All checks, drafts and orders for payment of monies shall be signed in the name of the Church by the agents designated by the Council for that purpose from time to time.

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**Article VIII**

**Indemnification of Trustees, Employees and Agents**

**Section 8.1: Indemnification: Third Party Actions.** This corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative and whether formal or informal (other than an action by or in the right of this corporation) by reason of the fact that the person is or was a Trustee, employee or agent of this corporation, or is or was serving at the request of this corporation as a Trustee, employee or agent of another foreign or domestic business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorneys’ fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this corporation or its members, and with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this corporation or its members and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person’s conduct was unlawful.

**Section 8.2: Indemnification: Actions in the Right of this Corporation.** This corporation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of this corporation to procure a judgment in its favor by reason of the fact that the person is or was a Trustee, employee or agent of this corporation as a Trustee, partner, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys’ fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interest of this corporation or its members. However, no indemnification shall be made for a claim, issue or matter in which such person shall have been found to be liable to the corporation unless and only to the extent that the count in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

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1. incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this Subsection.
2. An indemnification under Section 1 or Section 2 of this Article VIII, unless ordered by a court, shall be made by this corporation only as authorized in a specific case upon a determination that indemnification of the Trustee, employee or agent is proper in the circumstances because that person has met the applicable standard of conduct as set forth in either Section 1 or Section 2. That determination shall be made in any of the following ways:
3. A majority vote of a quorum of the Trustees who were not parties to the action, suit or proceeding.
4. If that quorum is not obtainable, then by a majority vote of a Committee of Trustees who were not parties to the action, suit, or proceeding. The committee shall consist of not less than two (2) disinterested Trustees.
5. By independent legal counsel in a written opinion.
6. By the members.
7. If a person is entitled to indemnification under Section 1 or Section 2 of this Article VIII for a portion of expenses including attorneys’ fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

**Section 8.4: Indemnification: Expense Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or Section 2 of this Article VIII may be paid by this corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Trustee, employee or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured. The indemnification provisions of Sections 1 through 4 of this Article VIII shall continue as to a person who ceases to be a Trustee, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

**Article IV**

**Amendments**

These Bylaws may be amended by majority vote of the Trustees then holding office at any regular or special meeting of the Council.

**Certificate**

I, Rev.\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Incorporator of ABC Church, certify that these Bylaws were adopted as the Bylaws of ABC Church on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

Dated:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Incorporator:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_