

Church Bylaws

Everything to Consider When Creating Church Bylaws

Legal Help Necessary?

Church Fuel is not a legal team and this is by no means a legal document. It is meant to provide some background and helpful things to think about when developing bylaws for your church. Church Fuel is not connected to any denomination either. And the resources in this document are not endorsements of any one theology over another, they are simply offered here as examples churches have shared with us to help you see a real life example of those bylaw sections. If you want to know what Church Fuel believes, you can check out [our Statement of Faith here](#).

Some churches choose to work through a lawyer when setting up their bylaws. Churches who are in Church Fuel's Grow Program have access to a law team that can help both with establishing 501(c)(3) status and church bylaws. Other churches utilize people who have experience and knowledge about setting up bylaws. Regardless, it's important to have an outsider who can identify pitfalls that were overlooked and suggest material that should be included. Churches are often unaware that the Internal Revenue Service and State governments have requirements that must be included. Those should always be researched as many states differ on nonprofit requirements.

Churches can also benefit from looking at the bylaws from other churches. Finding churches having a similar ecclesiology and polity can be invaluable. It's like looking at ourselves through someone else's eyes. It helps guard against overlooking some little detail.

Here are some examples of church bylaws for you to review:

Church Fuel Member Churches Bylaws:

- [Ridge Community Church](#), Oak Ridge, Tennessee [Bylaws](#)
- [Rock Church](#), Spokane, Washington [Bylaws](#)
- [Lifeway Church](#), Newington, Connecticut [Bylaws](#)

Other Useful Resources:

- [Church Bylaws Template](#) from [Passion for Planting](#)
- Church Bylaws [Checklist from Passion for Planting](#)
- [Church of God](#), Salem, Oregon [Bylaws](#)

Much of what is included in this resource was provided by William H. Peltz, of the [United Church of Rowayton](#), who serves as the Church's Clerk. He chaired the committee that wrote his Association's

bylaws and has helped numerous churches with their bylaws. So, many of the examples reflect requirements in the state of Connecticut and the denomination he serves. You should check your own state laws concerning nonprofits to ensure you're meeting your state's requirements, and your denomination, if applicable..

What to Consider When Writing Bylaws

Writing bylaws can be stressful and time-consuming. There is a mountain of detail to think about, and it all must be organized into a coherent, usable form so that the content can be easily accessed and understood. Bylaws can be simple and short, or longer and detailed, depending on where you are in your church history. As you focus on a particular section, overlooking an important element is all too easy. Having an outsider read the document helps provide accountability and another pair of eyes to avoid any pitfalls.

It's also a good idea to have someone be responsible for reviewing your bylaws and periodically checking relevant state and federal laws and IRS regulations just to make sure you're keeping in step with what your church is trying to do and complying with state and federal laws that may affect your church. Because of that, it's a good idea to review your church's bylaws every 3-5 years.

The names of the various parts of the document offered here, the order in which they appear, and even the content is just suggested. What's important is that a church's bylaws meet legal requirements, provide appropriate instructions to let the work of the church be done effectively and efficiently, and fully represent the culture and needs of the church.

Some thoughts before getting into the details:

- Everything is broken down by topic to help make the contents easily searchable.
- One of the factors that makes reviewing constitutions and bylaws challenging is that some elements can be placed in one of several locations within a document. For example, one church might decide that document retention should be a stand-alone item while another church might include it in a supplementary document. There is no one right way of doing things. Do what works best for your church.
- We've included questions to ask during the process to help broaden your thinking. For example, "Is there a term limit?" It helps initiate a train of thought about something that might otherwise fall below the radar.
- Each state has its own laws and requirements (some states, for example, require nonprofits to have bylaws, others may not), so there might be minor differences from what is suggested here and what is required in your state. Just Google [NAME OF STATE] requirements for non-profit organization constitutions).
- Some churches have stores or rent out space, maybe a school or other use that are separate entities yet fall within your incorporated status. Those unique situations are not covered in this document, but you should include them in your bylaws if applicable to your church.

Table of Contents

Constitution or Bylaws?	page 5
History	page 5
Spelling	page 5
Function	page 5
Personnel	page 6
Who Needs to Know the Bylaws?	page 6
Who Should Sit on the Bylaws Writing Team?	page 6
References	page 7
Format/Structure	page 7
Length	page 7
Style	page 7
Cover Page	page 7
Table of Contents	page 7
Articles & Sections	page 7
Page & Line Numbers	page 9
Fonts & Headers	page 9
Word Processing Tool	page 9
Task Force Model of Governance	page 9
What Should be Included in the Bylaws	page 10
Name	page 10
Statement of Purpose (Mission Statement & Vision) 	page 11
Polity	page 11
Doctrine	page 11
Membership	page 12
Services & Sacraments	page 12
Governance	page 12
Meetings	page 13
Church Meeting	page 13
Budget Meeting	page 13
Annual Meeting	page 13
Special Meeting	page 14
Rules & Procedures	page 14
Meetings	page 14
Quorum	page 15
Voting	page 15

Fiscal Year	page 15
Qualifications	page 15
Organization	page 15
Expenditure Authorization	page 16
Executive Council	page 16
Officers	page 17
Senior Pastor	page 17
Associate Pastor	page 18
Lay Leader	page 18
Vice Lay Leader/Moderator	page 19
Clerk	page 19
General Treasurer	page 19
Business Manager	page 19
Removal & Resignation of Officers/Committee Members	page 19
Boards	page 20
Board of Deacons	page 20
Board of Household Concerns	page 20
Board of Christian Education	page 21
Board of Christian Outreach	page 21
Standing Committees	page 21
Nominating Committee	page 21
Personnel Committee	page 21
Members at Large	page 22
Virtual Participation in Committee & Board Meetings	page 22
Unanimous Written Consent to Action in lieu of Committee/Board Mtg	page 22
Personnel Committee	page 23
Bequest, Special Gift, and Endowment Fund	page 23
Investment Committee	page 23
Inter-Church Relations	page 24
Affiliated Groups	page 25
Conflict of Interest	page 26
Sale of Church Real Property	page 26
Dissolution & Merger	page 27
Amendments & Review	page 28
Things Often Overlooked	page 29
Supplementary Documents	page 31

CONSTITUTION OR BYLAWS?

History

Back in the day, say 100 years ago, a church would have both a constitution and bylaws. A constitution is a broader set of fundamental principles, rules, responsibilities, and limitations that govern the affairs and actions of a church. It has supremacy over all other church documents and is not intended to be changed frequently.

The bylaws are subordinate to the constitution and prescribe specific details as to how to govern the church in an orderly manner. Bylaws are more like the day-to-day rules of operation, and they are subject to change.

If a church has both a constitution and bylaws, they must be separate documents.

The problem is that constitutions and bylaws typically address many of the same issues. Over time, amendments made to one document may not be carried through to the other, resulting in conflict and confusion.

Combining the constitution and bylaws into a single body of rules and calling it a constitution and bylaws was a common but inappropriate practice. The Model Nonprofit Corporations Act (3rd ed. 2008) was adopted by several states and says that, *“the bylaws of a nonprofit corporation may contain any provision for managing the activities and regulating the affairs of the corporation that are not within law or the articles of incorporation.”*

Today, most churches have a single document that they call bylaws.

Spelling

The spelling of bylaws is a matter of style and personal preference. Both bylaws and by-laws are correct, but the trend has clearly shifted toward bylaws, omitting the hyphen. This document only uses bylaws.

Function

In some churches, the local church determines its method of organization, worship, and education; makes covenants; admits members; calls and dismisses pastors; acquires, manages, and disposes of property; controls benevolences; and withdrawal from their church body. Other churches may be governed by certain denominational oversight. This document assumes the local church has control. If your church operates differently, that should be reflected in your bylaws and your denomination or conference is a great source of what needs to be included.

The bylaws tell how a church may do such things. Legally, the bylaws are self-imposed rules, and until repealed, are the continuing rule for the governance of the church and its officers. The bylaws act as guardrails necessary for healthy church governance and action.

Bylaws are also legally binding. They can be accessed by members' attorneys and used in court. Anything done by the church against the bylaws can lead to legal ramifications that can impact assets and reputation. That's why it's important to get them right.

PERSONNEL

Who Needs to Know the Bylaws?

Several people in a church should be familiar with the bylaws. Here are a few examples, but you should determine who and which positions within your church have knowledge of the bylaws:

- The parliamentarian should be reasonably well-versed in Robert's Rules of Order, as well as thoroughly familiar with the church's Bylaws.
- Moderators (also called the President, Elder Board Chair, etc.) need to be equally familiar with the bylaws, which means initially reading them about once a month.
- Ideally, all lay leaders will have read the bylaws, but that rarely happens. That's why, as Moderators go from board meeting to board meeting, they will find themselves referring to this document. Failure to do so can result in a group doing something that is not permitted or deciding to take action when that responsibility actually belongs to another group.
- Of course, the pastor needs to be intimately knowledgeable about the bylaws.

Ignoring those rules can lead to internal problems and conflict.

Who Should Sit on the Bylaws Writing Team?

If your church allows or encourages active member participation in all things, then having a writing committee that consists entirely of church members makes sense. But that's a reflection of the culture of your church.

Bylaws Team Needs:

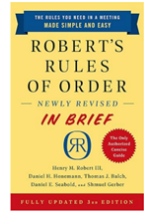
- When rewriting or updating the bylaws, the chair should be someone who is intimately familiar with the current document.
- One person should be a good writer, someone who knows grammar and punctuation rules (alternatively, the document can be submitted to a free grammar check app such as [Hemingway](#), [Grammarly](#), or [QuillBot AI](#) for review).
- Department heads should be consulted as necessary for comments about their areas of concern.
- Naturally, the pastor will want to have input for such areas as the Statement of Purpose, Mission, etc., be generally involved throughout the process, and will certainly want to give the document a final review.

It is strongly recommended that churches maintain a handoff file during the interval between document reviews. It should contain thoughts and recommendations about changes to be made to the bylaws, and it should be passed on to the next writing committee.

REFERENCES

Simplified versions of the complete Robert's Rules of Order can be very helpful as you are crafting your church bylaws. They contain everything you may need to know about such documents.

One, [Robert's Rules of Order In Brief](#), only costs about \$8 in paperback.



FORMAT/STRUCTURE

Length

The bylaws should be as long as needed. Some people recommend keeping them within 10 pages, but making the bylaws as functional as possible is more important. Churches elect new lay leaders each year, and the bylaws serve as manuals, containing fundamental information about their positions and responsibilities.

Style

The language should be concise and easy to read. Avoid “lawyer speak.” Members need to be able to understand and remember the bylaws.

Cover Page

Have a cover page that contains the church logo, title, and date on which the most recent revision was approved by the members. It just looks nice and is an easy reference to when it was done for any changes that may happen later on.

Dispose of all undesigned versions.

Table of Contents

Provide a searchable table of contents so the viewer can click on a topic and be taken directly to that part of the bylaws.

Articles and Sections

Separate the parts of the bylaws into separate articles – Name, Purpose, Polity, etc. Delineate the parts of an article into sections, as in:

ARTICLE VI. SERVICES AND SACRAMENTS**Section 1. Services**

Lorem ipsum dolor sit amet, consectetur adipisci elit, sed eiusmod tempor incididunt ut labore et dolore magna aliqua.

Section 2. Sacrament

Lorem ipsum dolor sit amet, consectetur adipisci elit, sed eiusmod tempor incididunt ut labore et dolore magna aliqua. Ut enim ad minim veniam, quis nostrum exercitationem ullam corporis suscipit laboriosam, nisi ut aliquid ex ea commodi consequatur. Quis aute iure reprehenderit in voluptate velit esse cillum dolore eu fugiat nulla pariatur.

Section 3. Other Rites

- Lorem ipsum dolor sit amet, consectetur adipisci elit, sed eiusmod tempor incididunt ut labore et dolore magna aliqua.
- Ut enim ad minim veniam, quis nostrum

OR

ARTICLE VI. SERVICES AND SACRAMENTS**Section 1. Services**

Lorem ipsum dolor sit amet, consectetur adipisci elit, sed eiusmod tempor incididunt ut labore et dolore magna aliqua.

Section 2. Sacrament

Lorem ipsum dolor sit amet, consectetur adipisci elit, sed eiusmod tempor incididunt ut labore et dolore magna aliqua. Ut enim ad minim veniam, quis nostrum exercitationem ullam corporis suscipit laboriosam, nisi ut aliquid ex ea commodi consequatur. Quis aute iure reprehenderit in voluptate velit esse cillum dolore eu fugiat nulla pariatur.

Section 3. Other Rites

- Lorem ipsum dolor sit amet, consectetur adipisci elit, sed eiusmod tempor incididunt ut labore et dolore magna aliqua.
- Ut enim ad minim veniam, quis nostrum exercitationem ullam corporis suscipit laboriosam, nisi ut aliquid ex ea commodi consequatur.
- Quis aute iure reprehenderit in voluptate velit esse cillum dolore eu fugiat nulla pariatur. Excepteur sint obcaecat cupiditat non proident, sunt in culpa qui officia deserunt mollit anim id est laborum.

Tightly packed copy is difficult to read. The point is: Make the information in the bylaws easy to find.

Page and Line Numbers

Include page numbers to help people locate material. When the writing team is working on the new draft and when it is presented to the members for approval, include line numbers. Remove the line numbers in the approved version.

Fonts and Headers

Use no more than two font styles.

- Calisto and Times New Roman are old, and not well liked.
- Helvetica Neue Condensed Bold is perfect for the name of the bylaws on the title page.
- Helvetica Bold works well for the rest of the title page and for article and section titles.
- Cambria works for the body. Helvetica is sans serif; Cambria is serif, which is easy to read.

Word Processing Tool

Microsoft Word is a commonly used word processing tool and saves documents in a .docx format. If you are working with a team of writers, Google Doc is a great alternative that allows everyone to share, comment and make changes. When the document is finished, save it not only in the format used by whatever word processing tool you use, but also as a .pdf so it could be accessed by everyone.

TASK FORCE MODEL OF GOVERNANCE

Volunteerism is down. Millennials and Gen-Zs are wary of making commitments without fully understanding the implications. They are more likely to volunteer if they feel that by doing so they are making a difference, rather than attending meetings merely out of a sense of duty. They complain that their church has become overly regimented and inflexible, too often directed by the need to fill slots rather than to envision what must be done to grow and move forward.

Yet churches depend upon the work that volunteers do. So that the needs of the church can still be met and so the people who volunteer are not forced to continually rotate from one position to another, many churches are turning to what is called the missional model of church ministry, also known as the task force model. It is a governance model of less hierarchy and more of an “opt-in” ministry.

In this schema, departments are classified by the nature of the work they do. ***Long-term groups*** that have legal and structural responsibilities, like the finance and plant maintenance or Deacons, are considered to be standing committees. They meet regularly, and the number of people who sit on those boards is fixed and defined by the type of job the board does.

Other groups, like ***social committees, outreach boards, or event planning groups*** are thought of as teams. Membership in these groups may be formal or informal, and it can vary from short to relatively long-term. An event committee, for example, may consist of three people who meet only

as long as it takes to plan and manage an event. A social team may need to meet only 3 times a year just to plan the special meals it prepares.

A **task force** is a group that is formed for a goal-defined or time-limited purpose. It is more like a conventional ad hoc committee. For example, the bylaws revision task force or insurance policy review task force would meet as needed and then dissolve when the work has been completed.

Some churches include teams consisting of groups who see a need and want to work on it.

The advice that follows is for more conventional bylaws, but it can be adapted for a task force setting. This is possible because task force governance models still have a relationship between the congregation and leadership, and there still needs to be leadership bringing coordination to the groups and teams. It's been said that a task force structure which lacks strong leadership is like a train that lacks an engine, moving everything forward in a coordinated way.

WHAT SHOULD BE INCLUDED IN THE BYLAWS?

All non-profit bylaws have nine main components:

1. General information
2. Statement of Purpose
3. Membership
4. Meeting and Voting Procedures
5. Leadership
6. Boards and Committees
7. Conflict of Interest Policy
8. Dissolution Process
9. Provision to Change the Bylaws

Churches, of course, will add topics like polity and services.

Name:

State the full legal name of the church, exactly as it appears in the Charter or Articles of Incorporation. Example: "The name of this church shall be The United Church of Rowayton, Incorporated."

If an abbreviation is to be used later in the document, state, "hereinafter referred to as the United Church of Rowayton or as UCR."

What is the location?

Statement of Purpose (Mission Statement) and Vision

Churches share their vision, mission statement, and statement of purpose.

But what is the difference between these terms? Let's start by thinking in the context of the church, not in corporate terms. First, a statement of purpose and a mission statement are the same things. Use one term or the other in this article of your bylaws.

The ***mission statement*** defines the church's purpose, why it exists.

A church's ***vision*** is focused on its future, what it is working toward in a particular context. Both are based on biblical foundations.

Visions can change fairly quickly, and most churches find getting their members to remember one statement is enough of a challenge. It's not uncommon for churches to abandon vision statements. Remember: there are ways and platforms other than bylaws that can be used to communicate a vision.

If your church has an Open and Affirming Statement, that can also appear as a separate section within this article of your bylaws.

Polity

Example:

[CHURCH NAME] is a member of the United Church of Christ, the {NAME Association}, and the {Denomination, if applicable}.

The government of this church is vested in its members who exercise the right of control in all its affairs, except as hereinafter provided, and subject in legal matters to its Articles of Association granted it by the Secretary of the State of {Your State}.

Doctrine

This article outlines the church's core beliefs and values and is usually some combination of doctrine, statement of faith, and covenant.

Instead of copying the Doctrine's Statement of Faith, as some churches do, why not simply say the church subscribes to the {applicable statement of faith}?

This statement can be followed by the covenant. Some covenants are simply reworked elements of the statements of faith. If a church decides to include a covenant, consider what makes it unique? What sets it apart from other churches?

Membership

Describe the qualifications, transfer, reception of new members, rights and responsibilities, termination and restoration, and how records are kept.

- Who owns the responsibility to check the membership roll and remove inactive members?
- Does the church have a category called Inactive Members?
 - How is a member transferred to this category?
 - Do they lose the right to vote or hold office while inactive?
 - Is this a step en route to termination?
 - How may they be re-activated?
- What can cause the termination of membership?
 - Who makes the decision to terminate a member?

In today's legal climate, church members can sue over discipline issues, so be very clear when writing about inactivation and termination. For example, if churches discipline members who violate the standards of membership, the bylaws must state that these members waive their right to resign. Otherwise, they can avoid discipline by simply resigning. *Guinn v. Church of Christ*, 775 P.2d 766 (Okla.1989) gave churches the right to discipline their members only while they remain members.

Services and Sacraments

When are Sunday worship services held? Instead of becoming locked into a specific time, which can change, say, "...shall be held at a given hour(s) each Sunday except when temporarily suspended by vote of the church or decided by the Senior Pastor and Moderator."

Who determines the times and manner of celebration of the Lord's Supper (Holy Communion)?

Who determines the times and manner of the Baptism of adults and the Baptism or dedication of children?

Baptism – Example: The Baptism of adults and the Baptism or dedication of children shall be administered at such times as the Senior Pastor or Associate Pastor, or in either's absence the Board of Deacons, may appoint, in consultation with the {NAME Association, if applicable}.

Other Rites – Example: Other rites of the church and services of worship, inspiration, prayer, and study may be held in and by the church as the Senior Pastor, Associate Pastor, the Executive Council, the Board of Deacons, or the church may determine. The scheduling of such rites and services, as well as the scheduling of all other meetings in the church, shall be the responsibility of the above.

Governance

This section outlines the church's system of governance, including the roles and responsibilities of the church meetings, councils, boards, and committees, and those of the pastor(s) and church leaders. It describes how decisions are made and who makes those decisions. It describes when and how meetings are held. Some churches state how those meetings are recorded and how those minutes are archived. Be sure to mention who has final authority about decisions.

Begin with an overarching statement: The authority of the government of this church is vested in its membership acting through congregational meetings. The management and administration and oversight of all business and spiritual affairs are delegated by the congregation to the appropriate leadership as delineated in the Bylaws.

Meetings

Example: The procedure for all meetings – church, board, and committee – shall be according to the State law for corporate meetings. Otherwise, it shall be according to these bylaws and to Robert's Rules of Order (most recent edition).

A. **Church Meeting:** Also referred to as the Congregational Meeting of the Members.

Example: The Church Meeting shall consist of active members and shall be the governing and corporate body of the Church. Any authority not specifically granted to one or more Officers, Boards or Standing Committees hereunder shall be reserved to the Church Meeting.

Parliamentary procedure:

1. The approval of the minutes does not need to be put to a vote unless there is a change. The chair simply says, "There being no change to the minutes, I declare they are accepted as written."
2. Departmental reports that are submitted prior to a meeting for inclusion in it (or in an annual report) do not need to be accepted by a vote. Unless their submission was refused, they've already been accepted and entered into the report.
3. If there is no further business, the body does not need to vote to adjourn. The chair just says, "There being no further business, I declare this meeting is adjourned."
4. **Budget Meeting:** Who is empowered to call this meeting? What is its purpose?

One Church's Budget Meeting Plan: Held in early November. A draft of the operating and capital budgets are presented for preliminary approval. The amount shown for pledges in the approved operating budget becomes the goal for the Stewardship Drive.

If that goal has not been met by the end of December, the draft budget is revised, and it is presented at the Annual Meeting for approval.

Questions to Consider:

- If the pledges received exceed the proposed budget, may allotments for any area of the church that had received a budget cut be restored?
- Who has the authority to make this decision?

Explain the process in your bylaws.

B. Annual Meeting

- Check your state laws for any applicable requirements. For example, Chapter 602 of the Connecticut Nonstock Corporation Act calls for the time/date of the annual meeting to be set in the bylaws. It also permits that time/date to be changed when needed.
- Answer these questions in your bylaws
 - Who calls this meeting?
 - When must it be held?
 - What is its basic agenda?
 - How many items not appearing on the announced agenda can be added to it?
- Again, check your state laws concerning when or if you need to file an annual report.

C. Special Meetings

- Who calls these meetings?
 - Must the nature of the business be stated in the request?
- Check your state laws for any requirement about how you need to hold an annual meeting. Some of the following may be necessary:
 - A corporation that has members entitled to vote shall hold a special meeting of members entitled to vote at the meeting:
 - On call of its board of directors or the person or persons authorized to do so by the certificate of incorporation or the bylaws; or
 - If the members holding at least five per cent, or such other number or proportion as shall be provided in the bylaws, of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the corporation one or more written demands for the meeting describing the purpose or purposes for which it is to be held. If a call for such a special meeting is not issued within fifteen days after receipt of such members' request, such members may call the meeting.

D. Rules and Procedures

- Answer these questions in your bylaws
 - What should be included in the notice of meetings?
 - When should it be sent?
 - Are all meetings treated the same when it comes to notice?

Example: Notice of meetings shall include the nature of business to be presented. Notice of meetings called for the purpose of amending the Articles of Association or amending the Constitution and By-Laws, for adopting a budget and/or appropriating money, for calling or dismissing the Senior Pastor or Associate Pastor or for buying, selling, mortgaging, leasing or transferring any property shall be mailed to each member at least ten (10) days and not more than thirty (30) days before the meeting and shall be read from the Pulpit or published in the Sunday Order of Worship at least two Sundays before the meeting. Notice of meetings for other purposes shall be published at the Sunday service prior to the meeting or at which the meeting is to be held. The Call for all meetings shall be given to the Clerk who shall cause notice to be published and/or mailed.

- Quorum:
 - What is the quorum for these meetings?
 - Is it a fixed number or a percentage?
 - Is there a minimum number that must be present should the membership of the church drop to a very low number?

Be realistic about the quorum. One church had been losing members but kept the same fairly high number for its quorum. In a panic, to attain the quorum and so their meeting could begin, the officers had to call a member at home and ask him to race to the church.

- Voting:
 - Does the church use a written ballot, show of hands, or voice vote? One example is that resolutions are acted on by voice vote or a show of hands. In special situations, the vote can be by secret ballot (but that tends to be rare).
 - Is proxy voting permitted at meetings?

Robert's Rules dictate which resolutions require a two-thirds vote or a simple majority vote. The only exceptions, and they should appear in the bylaws in the appropriate place, are that calling a pastor and calling for the resignation of a pastor require a two-thirds majority vote.

- Fiscal Year:
 - When does it begin? Some states require it to be stated.

- Qualification

Example: All Officers, members of the Executive Council, Board of Deacons and Board of Household Concerns and chairs of other Boards and Standing Committees shall be active members of the church. They shall continue in office until their successors are elected.

- Organization:
 - When are board and committee chairs and officers elected?
 - Are they elected by the members of the board or committee?
 - May those boards and committees appoint special, ad hoc committees as needed?

In some churches, the chairs' terms of office end at the Annual Meeting. Later that month, the boards and committees will meet for the first time in their new term. Since there is no chair, the Moderator acts as chair until the group can elect someone to that position. This means that people newly elected to the group are asked to elect someone they have not yet worked with.

Such provisions may have been fine when life was slower years ago, but you might want to consider electing the next chair just before the annual meeting to provide appropriate carry-over to the next term.

- Authorization of Expenditure:
 - Are boards and committees authorized to expend church funds as authorized upon the adoption of the church budget without seeking additional permission?
 - Must funds be available at the time of expenditure?
 - Are any funds left over at the end of the fiscal year carried over?
 - Is there a limit to the amount the finance board may approve for emergency expenses? (This statement can also be placed in that board's job description.)
 - If a board or committee wants to have its own fund-raising program, must it be approved? If so, by whom?
 - How will any financial loss be covered?

E. Executive Council

- Begin with, "There shall be an Executive Council (Board of Trustees, etc.) that shall consist of..." and list who sits on it.
 - May others be invited to attend on an as needed/appropriate basis?
- What is the responsibility of this Council?

Example: The Executive Council shall have the responsibility of administering the work of the church, approving the Operating Budget before presentation to the Congregation and of taking a continuing long-range view of all church activities and involvements. It shall supervise the work of the various Officers, Boards and Committees and shall regularly receive reports from them and, as necessary, from other organizations of, or affiliated with, the church. The Executive Council shall, in conjunction with the Senior Pastor, extensively study and review the priorities of the church and the effectiveness of the mutual ministry at least every three (3) years.

- To whom does the Council answer?
- How often does it meet?
- What is its quorum?
- Who chairs the Council?
- May Council propose a replacement if a person serving on a board or committee moves away, declines to serve, or is removed in mid-term?

Example: The Lay Leader acts as Moderator and chairs the Executive Council. Pastors are ex officio members of this body. When a person is given ex officio (by virtue of office or position) status, that person has the same rights and privileges as any other member. Pastors do not usually vote on resolutions, however. One way to explain this is to say, “The Senior Pastor is an ex officio member having Voice Without Vote.” This is a term not taken from Robert’s Rules. Non-members may attend an annual meeting, for example, and the church may extend the privilege of Voice Without Vote to them.

There is a common belief that Chairs vote only to break a tie vote. That’s not correct. That would be unfair and is not found in Robert’s Rules of Order Newly Revised (12th Edition). Most church boards are small, having at most about a dozen people. Robert’s Rules says that small board chairs/directors, if a member of the body, is a full participant and can make motions, speak, and vote on all issues.

Some states require all non-profit board members to serve one-year terms, so it’s important to check your state’s requirements for non-profits. You might also consider a limitation such as, for one-year terms, a person can be reelected for a total of three years. After serving for three years, they then need to take a year off from that board before serving in that position again (of course, they can always serve on another board or committee as soon as their term ends).

Also check your state requirements regarding taking board minutes. Sometimes those are required under state law.

The IRS requires a church to have a minimum of three directors on its Executive Council, but churches know the value in having a full board and usually have more. Consider whether you’d like your Executive Council to include Lay Leader/ Moderator, Clerk, all chairs of boards and standing committees, At Large Members, the Delegate, the Director of Christian Education, and the Pastor.

F. Officers

In this section, pastors and officers and their rights and responsibilities are stated. If you only currently have one pastor, think about what you might need in the future – if you grow, you may need an Associate Pastor. Why not allow for possible future growth and include a section for both positions?

- Senior Pastor:
 - How is the pastor called (2/3 vote taken at a church meeting)?

- What should be included in the notice of this meeting (Do you have a denomination or conference that will provide all the information needed)?
- What are the qualifications for this person? (Does this involve a review by your Denomination or Association? If so, can they give the specifics.)
- Is there a term? (Most churches do not have this, but you may want to consider a five-year, renewable term. This allows for regular performance reviews.)
- The Senior Pastor should be a member of the church and have standing in the Association of which the church is a member.
- How does the church go about requesting the resignation of the pastor?
 - How many days should you give between the vote calling for the resignation and when the relationship ceases?
- Similarly, how much notice must the pastor give when she or he wishes to leave?

NOTE: Loss of ministerial standing results in the immediate cessation of relations between the pastor and church and should be included in your bylaws.

- What are the responsibilities of the Senior Pastor? The pastor is an ex officio member of all boards and committees. May the pastor take over the responsibilities of the Moderator and chair a meeting (Executive Council and church meeting) when the Moderator is unable to do so?
- Associate Pastor
 - How is the Associate Pastor called?
 - Term of office?
 - Qualifications?
 - Member of the church, standing in the Association – all as for the Senior Pastor.
 - So is the request of resignation, decision to leave, and loss of ministerial standing.
 - What are this person's responsibilities?
 - Is the Associate Pastor an ex officio member of all boards and committees?
 - In the absence of the Moderator and the Senior Pastor, does this person act as chair for the Executive Council and church meetings?
- Lay Leader: [This position has different names – president, moderator, etc.]
 - Must this person be a member of the church?
 - When is this person elected?
 - What is the term of office?
 - Is this person an ex officio member of any boards and committees?
 - What are the responsibilities of this person?

- Is the Lay Leader authorized to sign appropriate documents on behalf of the church?
- Is the Lay Leader also the Moderator? [A Moderator is the chairperson and presides at named meetings.]
- May this person be re-elected to this position after the term of office expires?
- Vice Lay Leader/Moderator
 - Must this person be a member of the church?
 - When is this person elected?
 - What is the term of office?
 - Is this person an ex officio member of any boards and committees?
 - What are the responsibilities of this person?
- Clerk
 - Must this person be a member of the church?
 - When is this person elected?
 - What is the term of office?
 - What is the job description?
 - Is the Clerk authorized to sign appropriate documents on behalf of the church?
- General Treasurer
 - Must this person be a member of the church?
 - When is this person elected?
 - What is the term of office?
 - What is the job description?
 - May Assistant Treasurers be nominated?
 - What would their duties be?
- Business Manager
 - Must this person be a member of the church?
 - In many churches, this is an elected position. When is this person elected?
 - What is the term of office?
 - What is the job description?

G. Removal and Resignation of Officers and Committee Members

Example: An Officer or a member of the Executive Council may be removed from his or her position by a two-thirds (2/3) vote of the present and voting members of the Executive Council (in the case of removal of an Officer) or from the Board or Committee to which such member belongs. The Officer or member sought to be removed shall not have the right to vote on the taking of such action and shall not be counted in determining whether or not such two-thirds voting requirement has been satisfied. Notice of a meeting at which such action is to be taken shall be given by the Clerk and/or the Lay Leader/Moderator not less than five (5) days and not more than thirty (30) days in advance to:

(1) all members of the Executive Council, which is authorized to take such action by the first sentence of this paragraph, and

(2) the individual to be removed.

An Officer or a member of the Executive Council may resign at any time by giving written notice of his/her resignation to the Lay Leader/Moderator or Clerk. The resignation is effective when such written notice is received, or at such a later date specified in the notice.

If a person relocates or is incapacitated, should removal be automatic? This is important, because board or committee members remain responsible for the actions of the board until their resignation is accepted.

H. Boards

This is one church's list of boards as an FYI, along with questions to consider as you layout your church's boards and committees:

- Board of Deacons
 - Must people sitting on this board be members of the church?
 - Does this board require a minimum number of people?
 - How many are elected each year?
 - Should you stagger terms to provide continuity?
 - What is the term of office?
 - After the term ends, may a person be re-elected to this board?
 - What are the areas of responsibility of this board? Suggested topics to consider:
 - General supervision of the spiritual interests of the church and public services of worship;
 - oversee, in partnership with the Senior Pastor, the caregiving ministry;
 - oversee usher/greeters, music, altar, welcome program, and memorial garden fund;
 - provide supply of the pulpit in the absence of the pastor;
 - provide for and aid in the Communion Service;
 - call a church meeting which decides the method to be used to find a new pastor;
 - appoint a Search Committee;
 - with the Pastor, be responsible for the Deacons' fund.
 - How often does this board meet?
 - What is its quorum?
 - Who chooses the chair?
- Board of Household Concerns
 - Must people sitting on this board be members of the church?

- Does this board require a minimum number of people?
- How many are elected each year?
- What is the term of office?
- After the term ends, may a person be re-elected to this board?
- What are the areas of responsibility of this board?
- How often does this board meet?
- What is its quorum?
- Who chooses the chair?
- What are the responsibilities of this board? Suggested topics to consider:
 - Preparations of budget.
 - Who is consulted for that preparation?
 - Must Council approve the budget prior to presenting it to the members?
 - Oversee and be responsible for fundraising activities.
 - Auditing.
 - Planned giving and gifts.
 - Stewardship.
 - Is the Investment Committee an Appointed Committee of this board?
- Board of Christian Education
 - Must people sitting on this board be members of the church?
 - Does this board require a minimum number of people?
 - How many are elected each year?
 - What is the term of office?
 - After the term ends, may a person be re-elected to this board?
 - What are the areas of responsibility of this board?
 - How often does this board meet?
 - What is its quorum?
 - Who chooses the chair?
- Board of Christian Outreach
 - Must people sitting on this board be members of the church?
 - Does this board require a minimum number of people?
 - How many are elected each year?
 - What is the term of office?
 - After the term ends, may a person be re-elected to this board?
 - What are the areas of responsibility of this board?
 - How often does this board meet?
 - What is its quorum?
 - Who chooses the chair?

I. Standing Committees

Example:

- Nominating Committee
 - Must people sitting on this committee be members of the church?
 - How many people sit on this committee?
 - How many are elected each year?
 - What is the term of office?
 - May a person service again after the term ends?
 - When must nominations be prepared?
 - When is the slate presented to the members?
 - Once the slate has been presented, may additional nominations be received from the floor?
 - Does this committee keep a file of volunteers – their talents and where they have served?

J. Members at Large

- Must members at large be members of the church?
- How many people are members at large?
- What is their term of office?
- What is their function/job description?

Typically, a member-at-large does not have a defined position. Often, these are people who have served on other boards and committees and know the church. Because they have a wealth of experience, sometimes they are used to train new board members and are available for guidance.

Example: They shall be given special assignments at the discretion of the Senior Pastor, Lay Leader or Executive Council. Such assignments shall normally fall outside the purview of the Boards and Standing Committees but can be in conjunction with any of them.

K. Virtual Participation in Committee and Board Meetings

Covid changed everything, and virtual meetings are now as common as in person gatherings. Many states define meetings to include proceedings, “whether in person or by means of electronic equipment.” The bylaws need to authorize church boards and committees to meet virtually.

Example:

When unable to attend in person, a member of any board or committee may participate in a meeting of such board or committee as a virtual member through the use of any means of simultaneous communication enabling all members participating in the meeting to hear one another, and such participation in a meeting shall constitute presence in person at such meeting.

L. Unanimous Written Consent to Action in lieu of a Committee or Board Meeting

Example: Should a resolution need to be acted upon between scheduled meetings of a Board or Committee, its members must unanimously agree to hold an email vote. Any resolution voted on by the members of such Board or Committee shall have the same force and effect as if the same were approved by the members of such board or committee at a meeting duly noticed and held for that purpose, and such resolution shall be kept within the minutes of meetings of such board or committee.

M. Personnel Committee

- Who sits on this committee?
- To whom is the committee responsible (Executive Council)?
- What are its responsibilities?
 - Creation of job descriptions, in consultation with appropriate individuals determines compensation adjustment proposal, which is submitted to the Board of Household Concerns
 - Maintains an annual evaluation system of staff and reports to the Senior Pastor
 - Provides support and counsel to the staff
 - Maintains and updates the Employee Handbook
 - Responsible for interviewing, hiring, and terminating staff
- How often does this committee meet?

N. Bequest, Special Gift, and Endowment Fund

- What department of the church is responsible for – manages and sets the policy – the endowment fund?
- Provide a statement of purpose for the endowment and define its segments.
- When a gift, bequest, or donation is made, who determines the right to decide where to put that money if it is not dedicated to a specific use?
- Who manages the fund and investments?

Example:

To the extent mandated by the terms of a particular Restricted bequest or donation or otherwise, the church, the Board of Household Concerns and/or the Investment Committee may be subject to the Uniform Management of Institutional Funds Act. The church shall follow those provisions where required by law, and it may choose to follow those provisions for the entire Endowment Fund, but nothing in this Constitution shall impose on the church, the Board of Household Concerns or the Investment Committee any responsibilities or liabilities not imposed by law.

O. Investment Committee

- Who makes up the Investment Committee? Is there a term of office?

Example:

The Investment Committee shall consist of at least one member of the Board. Any Committee members may function as chairperson; all members shall act as

- fiduciaries. The Committee shall endeavor to have investments made in socially and ethically responsible organizations and shall provide at least semi-annual reports to the Board. Investment performance shall be evaluated on a quarterly basis.
- Is there a policy about receiving tangible objects, e.g. furniture? There has been more than one church that unexpectedly found itself in possession of numerous sofas it did not want.
 - What is the spending policy? What is its purpose?

Example:

a. ***“Budgeted Spending.”***

The Board of Household Concerns shall be authorized to spend a portion of the Unrestricted Endowment Fund as part of the church’s annual budget.

- The Budgeted Spending amount shall not exceed 5% of the Asset Value of the Unrestricted Endowment Fund. “Asset Value” shall be defined as the total value of all assets in the Unrestricted Endowment Fund. It shall be calculated no less than annually, and it shall use a rolling average over no less than three (3) years.
- If funds in the Unrestricted Endowment Fund are designated for a specific use, such as the Memorial fund, those funds shall not be included in calculations of Asset Value or Budgeted Spending.

b. ***“Non-Budgeted Spending.”***

Amounts in excess of the Budgeted Spending amount can be disbursed from the Unrestricted Endowment Fund only for extraordinary circumstances, matters or expenses. Any amount of Non-Budgeted Spending shall be recommended by the Board of Household Concerns, with the concurrence of the Executive Council, and must be approved at a duly convened Church Meeting.

- c. ***“Restricted Spending.”*** Disbursements from the Restricted Endowment Fund shall be made in accordance with the appropriate restriction, and it may be authorized by the Board of Household Concerns. If the Restricted Spending is for a capital improvement exceeding \$50,000 and is not listed in the current Capital Budget, it shall be recommended by the Board of Household Concerns, with the concurrence of the Executive Council, and must be approved at a duly convened Church Meeting.”

Inter-Church Relations

Example:

Ordinarily at the Annual Church Meeting, but otherwise at a Special Meeting called for the purpose, the church shall elect its full quota of Delegates to the Southern New England Conference of the United Church of Christ and to Association Meetings of the United Church of Christ. The church shall cooperate with the churches of the Association and Conference under what is known as the giving plan. There shall be included in the budget the contributions to these plans. The church shall

further provide for the expense of travel to and attendance at Conference and Association Meetings.

The church may also elect Delegates and Representatives to such Church councils, conferences, assemblies and organizations as it shall determine.

Affiliated Groups

If your church has a school that was formed as part of the church and drifted apart in its day-to-day operations, there may come a time when you need to spell out the relationship. One idea is to create an affiliated group.

Example:

The Church is recognized as a “Fiscal Sponsor” of the United Church Nursery School. The latter is an unincorporated association and is covered under the Church’s (501(c)(3) non-profit exemption. The terms and provisions of such a relationship are delineated in a Fiscal Sponsorship Agreement executed by the two parties.

The procedure for establishing a non-profit group to be affiliated with, but not necessarily controlled by, The United Church of Rowayton, Incorporated is for the organizer or organizing group chairperson to present its plan to the Executive Council for approval.

Having secured such approval, the group may proceed with organizational plans and development of a governing membership. Fifty (50) percent of that governing body shall be members of The United Church of Rowayton.

From time to time the Executive Council shall review the church's involvement with Affiliated Groups. At its discretion, the Council shall have the right to terminate any such affiliation.

Conflict of Interest

In 2008, the IRS, when deciding whether a non-profit corporation was a church, ruled that nonprofits must have a conflict of interest policy to show that it operates for the benefit of the public, not for private individuals. Although there is no tax code or IRS regulation requiring a conflict of interest policy, a church needs that safeguard.

The purpose for having a conflict of interest policy is to protect the church’s interest when it contemplates entering into a transaction or agreement that might benefit an “interested person” and to protect the integrity and reputation of the individuals.

The policy should cover the actions and behavior of pastors and staff, as well as board and committee members and volunteers.

Examples of why such a policy is needed:

- The outreach board is awarding benevolence grants.

- A member of this Board also sits on the Board of Directors of an agency applying for a grant.
- The finance board is considering hiring a firm that provides a much-needed service.
- One member of the Board has a brother who works in one of the firms being considered.

The basic idea is that in the course of meetings or activities, a person will disclose any interests in a transaction or decision and recuse him/herself from involvement in the activity.

Example:

It is the policy of The United Church of Rowayton that every Board or Committee member, Officer or Employee shall abstain from involvement, whether by voting or otherwise participating in the decision-making process, in those situations where they have or may have a conflict of interest:

A conflict of interest exists where:

- The person(s); or the person(s)'s spouse, child, parent or sibling, might gain a financial benefit from the matter at hand or the other party (ies) involved; or
- The person(s) is either a director, officer or employee of the other party(ies) involved.

In those situations where a conflict of interest does exist or has the potential to exist, any Board or Committee member, Officer or Employee aware of such shall notify the Senior Pastor or the Lay Leader. Board and Committee members, Officers and Employees are encouraged to participate actively in community and professional activities. Because Board and Committee members, Officers and Employees may not always be fully aware of all interagency involvement(s), they should inform the Senior Pastor or the Lay Leader of any intentions to participate in any activity that could potentially give rise to a conflict of interest.

Sale of Church Real Property

This is an area in which consultation with real estate agents and lawyers is important.

Example:

In the event that a sale of any real estate of The United Church of Rowayton is to be considered, whether due to unsolicited interest from a buyer or pro-active interest by the church, the Board of Household Concerns shall form a Committee of not less than five members of the Congregation. This Committee shall report to the Board of Household Concerns and the chair of the Committee will be a member of the Board of Household Concerns. Other members shall be chosen based on expertise.

The sub-committee shall consider:

1. Valuation of property to be sold;
2. Tax implications of sale;
3. Potential impact on the church's tax-exempt status due to sale of property;

4. Treatment of proceeds from sale of property, with consideration given to items 2) and 3) above;
5. Any implications of sale related to the church's membership in the Southern New England Conference of the United Church of Christ or successor Conference; and
6. Implications of disposition of property on the broader working of the church (e.g., Parsonage parcel versus marginal property).

The recommendations of the Committee will be considered by the Board of Household Concerns. The Board of Household Concerns will vote on whether to recommend the proposed sale to the Executive Council. The Executive Council shall consider the recommendation of the Board of Household Concerns, and vote on whether to recommend the proposed sale to the congregation. The recommendations of the Executive Council will be voted on by the congregation at a properly called meeting.

Dissolution and Merger

The IRS requires a statement that explains how the church will behave if it decides to dissolve itself, and says the following paragraph will satisfy this requirement:

Upon the dissolution of the church, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed by the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the church is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Most churches modify this statement, preferring to specify the religious organization to which their assets will be distributed in the event of a dissolution, rather than leaving the decision to a judge. Churches wishing to take this route should condition such distribution upon that organization's existence and tax-exempt status at the time of distribution.

Another example of a church's statement:

1. Right to Dissolve. The United Church of Rowayton, Incorporated is a tax-exempt organization as defined in section 501(c)(3) of the Internal Revenue Code.

A proposal to dissolve the church must be approved by a two-thirds (2/3) vote of the Executive Committee. The proposal shall then be presented at a church meeting of the members specifically called for such action, for which a written notice has been issued to all members. A two-thirds (2/3) vote is required to accept the proposal of dissolution.

2. Disposition of Property Upon Dissolution. No part of the excess of income over expenditures of the church shall inure to the benefit of or be distributed to its members,

officers or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered.

Upon the dissolution of the church, its property shall be applied and distributed as follows:

- a. All liabilities, debts, and obligations of the church shall be paid and discharged, or adequate provision shall be made therefore;
- b. Assets held by the church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;
- c. All remaining assets of the church, including its personal and real property, appurtenances, and effects, shall inure to the benefit of, and become the property of, the Southern New England Conference if the Southern New England Conference, at that time, exists and is willing and able to accept the assets of the church under the conditions of § 501(c)(3) of the Code; and
- d. Any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction in the State of Connecticut for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with The United Church of Rowayton's statements of Purpose (Article II) and Doctrine (Article IV).

A Final Note: The IRS says that no dissolution clause is required if state law requires that the remaining assets be distributed to another tax-exempt organization (however, this provision does not apply to unincorporated churches). However, including a dissolution clause is still a good idea. It tells church members, who would otherwise not know, how to proceed.

3. Merger

In the event of a merger of The United Church of Rowayton with another church, the net assets of the church shall be contributed to the surviving entity.

Amendments and Review

Example:

1. This Constitution and By-Laws may be revised or amended by a two-thirds vote of the members present at an Annual Church Meeting, or a meeting especially called for that purpose, provided that written notice of such revision(s) or amendment(s) shall have been sent to each member at least 10 days before such vote and further, that the proposed revision(s) or amendment(s) shall have been announced from the pulpit or noted in the Sunday Order of Worship at least two Sundays immediately preceding.
2. This Constitution and By-Laws shall be completely reviewed every 3-5 years. Procedure for such is:
 - a. Appointment of an Ad Hoc Committee by the Senior Pastor or Executive Council.
 - b. Review of this document by that Committee with request that all Officers, Boards and Standing Committees indicate any changes felt needed; these to then be considered for inclusion.

- c. Draft of the revised document to be submitted to, reviewed by and discussed with the Senior Pastor and Lay Leader.
- d. A summary of revisions and amendments shall be mailed as part of the meeting call to all members and voted on as provided in paragraph 1 above. A complete final draft of the Constitution and By-Laws shall be made available to any member who wants one.

Things Often Overlooked

The following are common issues that arise when not included in the bylaws process. We offer them here as food for thought to ensure they are not simply being overlooked.

How are contracts and other legal documents to be approved?

A basic tenet of internal control calls for two people to have the authority to sign checks. Some churches require this as a matter of course while others ask two officers to sign checks that exceed a stated amount.

- Which two officers have this authority?
- Should officers and employees who handle church funds be bonded?
- How will the church handle an annual review of its finances?
 - Does it have an audit plan?
 - An annual audit by independent certified public accountants?
 - A review?

This might vary from year to year and be best addressed in a supplementary document instead of the bylaws.

Indemnification

On October 6, 1997, George C. Coppolo, Chief Attorney, wrote the following about liability of directors and officers of nonprofit organizations in Connecticut:

Under the immunity law, which was enacted in 1986 and was last amended in 1989, any person serving without compensation as a member of a board of directors or officer of a nonprofit organization qualified as a tax-exempt organization under the Internal Revenue Code is immune from civil liability for damage or injury resulting from any act, error, or omission made in the exercise of the person's policy or decision-making responsibilities, if he was acting in good faith and within the scope of his official functions and duties. The immunity does not apply if the damage or injury was caused by the director's or officer's reckless, willful, or wanton misconduct (CGS §52-557m).

This statute offers a broad protection from civil liability but it does not cover every nonprofit corporation director or officer. For example, if a director or officer receives compensation in any amount for performing his duties, he is not protected by the law. Nor does the law provide total immunity even for those who are covered. For example, it does not cover such activities as

operating a motor vehicle while carrying out corporation duties or routine, nondecision making functions.

In addition to the protection afforded by the immunity statute, the legislature has also protected nonprofit corporation directors and officers by requiring the corporation to indemnify them in connection with legal actions against them in their capacity as director and officers. Indemnification provides formal financial protection against expenses and liabilities they incur in connection with proceedings based on alleged breach of some duty in their service to or on behalf of the corporation. The legislature amended this law in 1997 (PA 97-246) and this became effective June 27, 1997.

In other words, in Connecticut a nonstock corporation is required to indemnify directors, officers, and agents to the extent that they must “pay back” the individual for damages and expenses related to a claim that arises from conduct in the course of his/her duty for the corporation.

The bylaws of most nonprofits contain a statement promising to indemnify board members to the full extent permitted under the state’s relevant law for any statement, vote, decision, or failure to act because of their role as a director of the organization.

Check your state nonstock corporation statutes and ask yourself these questions:

- Should the bylaws require a staggered voting of board members to ensure continued leadership? Alternatively, this could be a recommendation and included in the supplementary documents.
- The Revised Model Nonprofit Corporation Act gives members a right to inspect the minutes of board meetings, if the request is made in good faith and for a proper purpose. Some churches have an unwritten rule that members may attend any board or committee meeting, except those of the Nominating Committee, and have the privilege of Voice Without Vote. Should this be stated in the bylaws or supplementary documents?
- Should board and committee members who miss a specified number of board meetings be removed? Before answering, ask whether the work being done is perceived as being significant and meaningful. Does the member who decides to miss meetings think of them as a waste of time? If so, the real problem is not missing board meetings. Also, think about how difficult finding volunteers has become in today’s church. Would a one-on-one conversation be more effective?
- Are Signatures on the bylaws required?
- Do you want to include an article about conflict resolution, explaining how disputes are handled?

Check your state requirements to see if bylaws must be filed with the State. If not, your insurance provider may want to see them (along with the Employees Handbook and the Volunteer Safety Handbook).

SUPPLEMENTARY DOCUMENTS

A Statement of Intent explains the thinking behind some part of the bylaws.

Typically, the Supplement is not included with the Bylaws; it is kept in a separate file. It might include:

- Document retention policies
- Employee Handbook
- Volunteer Safety Handbook
- Document Retention Rules (available online from the IRS)
- Governance Guidelines that provide background and serve as a kind of “how-to” manual for lay leaders serving on boards and committees
- Pastoral Support Committee description