

BYLAWS TEMPLATE

NOTE: This template is provided simply as a general starting point for discussion, and is solely intended to provide a general sense of the types of topics that may be covered in a corporation's bylaws. Before using any provision of these bylaws, make sure it is not inconsistent with the laws of the jurisdiction under which your church has been incorporated. Also, review the laws of the jurisdiction under which your church is incorporated to determine if other bylaws provisions should be added.

BYLAWS

_____ CHURCH

PREAMBLE

This church is a member church in the Reformed Church in America. These bylaws are not intended to supersede the *Book of Church Order* of the Reformed Church in America (*BCO*). If there is any inconsistency between these bylaws and the *BCO*, the *BCO* shall control.

ARTICLE I Membership

Section 1. Eligibility

The members of the church congregation shall be as described in the *BCO*. A record of members by profession of faith and/or baptism shall be maintained by the church consistory.

Section 2. Annual Meetings

The congregation shall, at least once a year, meet for the purpose of electing the consistory of the church, receiving an annual report from the consistory (including information about the programs and activities of the church), and conducting any other business necessary to accomplish the purposes of the church.

Section 3. Special Meetings

Special meetings of the members may be called at the discretion of the consistory, and shall be called upon written request of _____ percent of the confessing members.

Section 4. Quorum

Members present at any meeting held after notice to the members shall constitute a quorum for transaction of membership business.

Section 5. Voting

- A. All decisions shall be made by oral vote unless a vote by ballot is required by the consistory, by the bylaws of this corporation, or by state law.

- B. A majority vote of the confessing members present at a meeting shall determine any issues unless a greater percentage is specifically required by the consistory, articles of incorporation, bylaws, or state law.

Section 6. Rules of Order

The consistory shall have authority to adopt rules of order that are consistent with the bylaws and articles of incorporation of this church.

Section 7. Notice

Notice to members that is required by the articles of incorporation, bylaws, or state law shall be given in the church bulletin or by such other means as may be determined by the consistory or required by state law.

ARTICLE II Consistory/Board of Trustees

Section 1. Title

The church shall be governed by the church consistory, which shall be the directors and board of trustees of the church.

Section 2. Eligibility

Subject only to any restrictions imposed upon eligibility for consistory membership by either applicable law, the classis of which this church is a member, or the BCO, all confessing members of the church are eligible for nomination and election to the consistory.

Section 3. Number

The number of members of the consistory shall be _____ (____) unless a change in the number of the consistory members is approved by the congregation.

Section 4. Meetings

The consistory shall meet [_____/monthly], with the date and time of the meeting to be determined by the president. Special meetings of the consistory shall be called upon the majority vote of the officers of the consistory. *[NOTE: Consider a provision requiring meetings if requested by a certain number of consistory members. Consider adding provisions permitting actions by unanimous written consent and meetings by electronic methods.]*

Section 5. Election

- A. Election of the consistory shall be by written ballot.
- B. A [single/double] slate of nominees for vacancies on the consistory shall be established by the consistory.
- C. Additional names of consistory members may be nominated by a petition bearing the signatures of _____ (____) members of the congregation. Any petition of the members to nominate consistory members must be filed with the consistory at least twenty

(20) days before the congregational meeting at which consistory members are to be elected.

- D. If any vacancy on the consistory occurs by death, resignation, or incapacitation and the consistory position is to be vacant for more than six (6) months, the consistory shall call a special meeting of the congregation to fill the vacancy and complete the term of the consistory member.

Section 6. Term

Consistory members shall serve a _____ (____) year term. No consistory member shall be permitted to serve consecutive terms. The term of individual consistory members shall be arranged so that approximately _____ (____) percent of the consistory members are elected each year.

Section 7. Voting

- A. Each consistory member shall have one (1) vote regarding any business conducted.
- B. All decisions shall be made by oral vote unless a vote by ballot is requested by a consistory member or required by a vote of the consistory, the church's articles of incorporation, the church's bylaws, or applicable state law.
- C. A majority of the votes cast shall determine any issues unless specifically provided otherwise by the consistory, the church's articles of incorporation, the church's bylaws, or applicable state law.

Section 8. Quorum

Two-thirds (2/3) of the consistory members shall constitute a quorum for doing business and making decisions.

Section 9. Duties of consistory members

Consistory members shall:

- A. Serve as liaisons between the consistory and the church's members.
- B. Meet monthly to conduct the business of the church.
- C. Present an annual report and budget to the church's members.
- D. Serve on committees as determined necessary by the consistory.

The duties specified in this section are in addition to, not in limitation of, any duties of the consistory which are specified in the *BCO*.

Section 10. Notice

Notice regarding the date and time of monthly consistory meetings shall be given in the church bulletin on the Sunday immediately preceding the meeting. Notice regarding special meetings shall be given by _____ at least three (3) days but not more than thirty (30) days prior to any special consistory meeting.

ARTICLE III Officers

Section 1. President

The president shall preside at all meetings of the congregation and meetings of the consistory. The president shall enforce the rules and regulations of the church as specified in the bylaws and articles of incorporation of the church.

Section 2. Vice President

The vice president shall act on behalf of the president in the absence or disability of the president, or at the president's request.

Section 3. Secretary

The secretary shall take and keep minutes of meetings of the congregation and of the consistory.

Section 4. Treasurer

The treasurer shall be entrusted with the receipts and disbursements of church funds. The treasurer shall give a financial report each month to the consistory only of total receipts, total expenditures, and the treasurer's balance after receipts and expenditures. A detailed financial report shall be given to the congregation by the consistory no less frequently than _____.

Section 5. Officer Qualification

All officers shall be members of the consistory.

ARTICLE IV Committees

Section 1. Appointment

The consistory shall have authority to appoint members to committees as needed and as circumstances require, may designate and appoint standing and/or special committees, and may designate the number of persons to serve on and the duties of any committee.

Section 2. Authority

- A. Committees shall investigate, make recommendations, and implement consistory policies and functions.
- B. No committee shall have the power to act without the approval of the consistory, except in matters of emergency (in which case the action shall promptly be submitted to the consistory for ratification).
- C. All committees shall report their activities to the consistory. No standing or special committee shall represent the consistory or church in advocacy of or opposition to any project without the specific authorization of the consistory or as is clearly permitted under the general powers granted to committees by the consistory.
- D. All committees shall retain their authority and continue to function until such time as a new committee is appointed, the committee's work is completed in accordance with the

directives given regarding creation of the committee, or the committee is disbanded by the consistory.

Section 3. Committee Structure and Meetings

Unless the consistory specifies otherwise, all committees shall elect a chairperson who shall report to the consistory regarding the work of the committee. Committee meetings shall be called by the chairperson and held as necessary to carry out the committee's responsibilities.

Section 4. Quorum

Unless the consistory specifies otherwise, a majority of the members of the committee present at a meeting shall constitute a quorum for the transaction of committee business.

Section 5. Notices

Notice required for committee meetings shall be determined by the chairperson of the committee unless specific directions regarding notice are given by the consistory.

ARTICLE V Finances and Ownership of Property

Section 1. Control

All finances and all properties of the church shall be under the control of the consistory.

Section 2. Fiscal Year

The fiscal year of this organization shall run from _____ to _____ [the succeeding year]. The books of the church shall be kept in accordance with the fiscal year.

Section 3. Audit

The consistory shall appoint an independent auditor who shall report directly to the consistory after examination of the financial records. The financial records shall be audited at least once every _____ (____) years.

Section 4. Ownership of Property

The church shall have authority to own, sell, hold, lease, and furnish any real or personal property as may be necessary to carry on the functions and purposes of the church. Any instruments concerning conveyances of real estate shall be signed by the president and secretary of the consistory.

Section 5. Loans and Indebtedness

Any indebtedness of the church [in excess of \$_____] shall be incurred only after a resolution approving such indebtedness is approved by a majority of the consistory. The consistory shall authorize the president and secretary to sign any evidences of indebtedness and to pledge or mortgage the assets of the church.

Section 6. Limited Liability—Indemnification

The private property of the organization's members, consistory, offices, or officers shall not be liable for the debts of the organization. The consistory, by resolution, may provide for indemnification by the organization for expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which any consistory member is made a part, excepting only those matters in which a consistory member is judged to be liable for negligence or misconduct in the performance of duty. *[NOTE: See applicable state/provincial law for the precise nature and scope of indemnification that is authorized.]*

ARTICLE VI Amendments

Section 1. Proposal

Amendments to these bylaws may be proposed by the consistory, and shall only be effective if submitted to and approved by a majority vote of the congregation present at a congregational meeting after notice of the proposed amendments have been provided to the congregation.

Section 2. Notice

Any notice regarding proposed changes in the bylaws shall be given to the congregation in writing at least two (2) Sundays prior to the regular or special meeting at which the proposed change in the bylaws shall be considered.

Approved by the congregation on this _____ day of _____, 2_____.