

PROTOTYPE

**Bylaws for a
Florida Church of God Congregation**

One Board Governance

Legal Disclaimer

The preparation of this document has been provided for information purposes only and do not constitute legal advice. This document provides general information that may or may not reflect the most current legal developments. This document cannot anticipate all of the circumstances that may arise in the formation of new bylaws. Use of this document cannot serve as a substitute for counsel of a competent legal advisor. Anyone viewing this document should not act upon it without seeking professional counsel. Florida Church of God Ministries and its counsel disclaim liability arising from the failure of a church to have its own documentation reviewed by competent counsel prior to its adoption.

Table of Contents

ARTICLE 1 – NAME 1

ARTICLE 2 – PURPOSE & MISSION 1

ARTICLE 3 – MEMBERSHIP 1

ARTICLE 4 – OFFICERS..... 2

ARTICLE 5 – SENIOR PASTOR..... 2

ARTICLE 6 – BOARD..... 3

ARTICLE 7 – MEETINGS..... 4

ARTICLE 8 – COMMITTEES 5

ARTICLE 9 – AMENDMENTS 5

ARTICLE 10 – INDEMNIFICATION 6

ARTICLE 11 – PLAN FOR DISSOLUTION 6

BYLAWS OF
Corporate Name of the Congregation

ARTICLE 1 – NAME

- 1.1 The name of this corporation is [Corporate Name of the Congregation], hereafter referred to as [Abbreviated Church Name] and is a voluntary organization associated with Church of God Ministries, Anderson, Indiana, and all related organizations that are approved by Church of God Ministries, Anderson, Indiana, and Florida Church of God Ministries, Inc.
- 1.2 The present location of business is at [Address of the Church].
- 1.3 Hereafter, the principal location for the ministry and church business shall be a location determined by the voting members of the [Name of the Church].

ARTICLE 2 – PURPOSE & MISSION

- 2.1 The purpose of this congregation shall be to proclaim Jesus Christ, the spiritual growth of its members, and to spread the Gospel of Jesus Christ through the world.
- 2.2 The purpose of this congregation is to accept the Scriptures as its authority in matters of faith and practice and to inspire commitment to the teachings, mission, and faith of the theological perspectives of the Church of God, Anderson, Indiana.
- 2.3 The mission of this congregation is to encourage and enable followers of Jesus Christ to actively engage in God's mission in the world.
- 2.4 The mission of this congregation is to instruct, to train, and to prepare leaders for Christian service and the proper use of their spiritual gifts.
- 2.5 The mission of this congregation is to provide leadership that will create and enhance a healthy environment for the growth of the Kingdom of God and support a vision for every believer to fulfill the mandate of the Great Commission, the Great Commandment, and the teachings of Jesus Christ.

ARTICLE 3 – MEMBERSHIP

- 3.1 Members of this congregation with voting privileges shall be as follows:
- A person who has made a profession of faith in the Lord Jesus Christ
 - Has worshipped regularly with this congregation for not less than six months.
 - Is [sixteen or eighteen] years of age or older.
 - Has accepted the beliefs and practices as represented by Church of God Ministries, Anderson, Indiana.
 - Supports the local congregation through Christian service and financial stewardship.
- 3.2 The membership, by three-fourths (3/4) vote of the members present and voting, shall retain the right to define its own membership and to declare, on occasion, when individuals are recognized by the members as adhering to the Biblical principles to which [Name of the Church] itself is committed.
- 3.3 If a name is approved by the members, voting privileges may be extended to the person whose name has been submitted; however, such voting privileges shall extend only to the meeting, including all sessions thereof, at which the approval of voting privileges is granted.

- 3.4 The rules and regulations governing membership herein stated shall apply to business meetings only, and shall not affect in any way the religious standing, rights, and privileges of either ministers or laymen.

ARTICLE 4 – OFFICERS

- 4.1 The officers of [Name of Church] shall be the Chairperson, Secretary, and Treasurer.
- 4.2 The Chairperson shall be selected by the Nominating Committee and ratified by the voting membership at the annual meeting.
- 4.3 The Secretary shall be appointed by the Board from among its members.
- 4.4 The Treasurer shall be appointed by the Board and ratified by the voting membership.

4.5 Terms of Office

The officers shall serve a three (3) year term or until their successors are ratified and qualify. The ratified officers shall be eligible for no more than three consecutive full or partial terms.

4.6 Duties of Officers

4.6.1 Chairperson

- 4.6.1.1 Shall serve as the Chairperson for the Board and the annual business meeting of [Name of the Church].
- 4.6.1.2 Shall manage the affairs of the Board under the general direction of the Board.
- 4.6.1.3 Shall be accountable to the Board for the proper conduct of business according to the policies established by the Board.
- 4.6.1.4 Shall represent [Name of the Church] when requested or necessary.
- 4.6.1.5 Shall sign legal documents as instructed by the Board.
- 4.6.1.6 Shall serve as an ex-officio member of any team or committee reporting to the Board.

4.6.2 Secretary

- 4.6.2.1 Shall keep or cause to be kept accurate minutes of all meetings, proceedings, and actions of the Board, the annual business meeting, and all special meetings of [Name of the Church].
- 4.6.2.2 Shall give notice of all meetings to the members of the Board in a manner consistent with the Bylaws and with the policies and procedures of [Name of the Church].

4.6.2 Treasurer

The duties of the Treasurer are specified in the policy and procedures of the *Office Policy Manual*.

ARTICLE 5 – SENIOR PASTOR

- 5.1 The Senior Pastor shall be an ordained or licensed minister with credentials recognized by Church of God Ministries, Anderson, Indiana.
- 5.2 The Board shall select a Senior Pastor to manage the business affairs and ministries of [Name of the Church]. The Senior Pastor shall be ratified by at least a three-fourths ($\frac{3}{4}$) vote of the voting membership at a special called meeting for that purpose. The Senior Pastor shall hold that office at the pleasure of [Name of the Church] membership or until he/she resigns the office.

5.3 Duties of Senior Pastor

- 5.3.1 The Senior Pastor shall be accountable to the Board for the proper and legal conduct of the business of [Name of the Church] according to the policies established by the Board.
- 5.3.2 The Senior Pastor shall be accountable to the Board and to carefully give spiritual oversight and guide the ministries of the church. He/she shall perform all of the duties inherent in the office of the pastor.
- 5.3.3 A description of duties shall be included in the Policy Manual of the Board.

5.4 Selection or Removal

- 5.4.1 The selection of the Senior Pastor shall require an affirmative vote of three-fourths (3/4) of the voting membership at a regular or special meeting called for that purpose.
- 5.4.2 The removal of the Senior Pastor shall require the affirmative vote of a simple majority of the voting membership at a regular or special meeting called for that purpose.
- 5.4.3 In the event of a vacancy in the pastorate or staff, the Board shall be guided by the Policy Manual.

ARTICLE 6 – BOARD

6.1 Membership

- 6.1.1 [Name of the Church] Board shall be comprised of at least five (5) persons appointed by the Nominating Committee and ratified by the members in its annual business meeting.
- 6.1.2 The Board shall consist of the Chairperson and four members-at-large.
- 6.1.3 The Board members shall be ratified on a balanced rotation basis for a term of three years.
- 6.1.4 In addition to the five persons ratified by the congregation, the pastor shall serve as a board member.

6.2 Qualifications

- 6.2.1 Persons qualified to serve on the Board must support the local church and leadership and commit to attending the quarterly and special meetings of the Board.
- 6.2.2 Members shall be selected on the basis of spiritual gifts, skills, and experiences. The Board shall reflect the gender and ethnic diversity of the congregation.
- 6.2.3 Each Board member shall be a participating member of [Name of the Church] and in good standing in the congregation. Each member must support the vision, mission, and values of [Name of the Church].

6.3 Duties and Responsibilities

- 6.3.1 The Board will provide broad parameters, resources, and sound financial management for the accomplishments of the [Name of the Church] mission.
- 6.3.2 Transact any business as may be referred to the Board at an annual or special called meeting.
- 6.3.3 Hire, receive the resignation of, or recommend the termination of the Senior Pastor and appoint an Interim when the position becomes vacant.
- 6.3.4 Adopt, amend and repeal [Name of the Church] policies and procedures.
- 6.3.5 Assist, encourage and support the accomplishment of the [Name of the Church] mission.

- 6.3.6 Adopt the annual budget and present it to the voting members to be ratified.
- 6.3.7 Receive and review reports from teams and committees.
- 6.3.8 Authorize any and all fund campaigns.
- 6.3.9 Fill any vacancies on the Board, when they occur, maintaining any policy pertaining to representation.
- 6.3.10 Maintain oversight of property of every kind owned by [Name of the Church] and transact any business as may be referred to the Board at an annual or special meeting and any other business as may properly come before the Board.

6.4 Terms of Office

Ratified members of the Board shall hold office for three (3) years or until their successors are ratified and qualify. Members shall be eligible for no more than three (3) consecutive full or partial terms.

6.5 Meetings

- 6.5.1 The Board shall meet at least once each calendar quarter.
- 6.5.2 Written notice of a Board meeting shall be issued seven (7) days in advance of the scheduled meeting.
- 6.5.3 A quorum for meetings of the Board shall be a simple majority of the members of the Board.
- 6.5.4 Any decision ordered by a simple majority of the Board present at a duly called meeting when a quorum is present is an act of the Board. The members present at a duly called meeting when a quorum is present may continue to transact business until adjournment, even if the number of members has withdrawn to leave less than a quorum. If any decision is approved by at least the majority of the Board members who remain, this will constitute a quorum.
- 6.5.5 Special meetings may be called by the Chairperson of the Board or the Senior Pastor or upon petition to the Chairperson by three of the Board members. Notice of special meetings called will be given seven (7) days in advance of the meeting with the business of the meeting stated in the notification.
- 6.5.6 Telephonic and electronic devices shall be permitted for meetings with at least five (5) days notice of the time of the meeting, with the business of the meeting stated in the notice.

6.6 Removal, Resignation and Vacancy

- 6.6.1 Any member may be removed for proper cause as defined by the policy manual of the Board, at any time. Any member may resign at any time by giving written notice to the Chairman of the Board or Secretary.
- 6.6.2 Any resignation shall take effect at the date of receipt of said notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of said resignation shall not be necessary to make it effective.
- 6.6.3 Upon the notice of a vacancy, the Board shall appoint a person to serve in that position until the next annual business meeting, at which time the Nominating Committee shall submit a name to be ratified for the unexpired term.

ARTICLE 7 – MEETINGS

- 7.1 [Name of the Church] will meet in its annual business meeting during the month of [Specify Month] with a specific date and time to be determined by the Board. All business shall be conducted during

the annual business meeting. Notification of the annual meeting shall be provided to each member at least thirty (30) days prior to the meeting date.

- 7.2 Special meetings shall be scheduled by the request of the Board, the Senior Pastor, or upon a written request signed by one-third (1/3) of the voting membership. A ten (10) day written notice stating the business to be considered shall be given to each member.
- 7.3 All meetings of the voting membership shall be conducted according to parliamentary procedures as directed by the most recent revision of *Robert's Rules of Order*.

ARTICLE 8 – COMMITTEES

- 8.1 [Name of the Church] shall maintain at least one (1) committee: Nominating. The Board may establish ad hoc committees consisting of no less than three (3) members to delegate such portions of their authority as they may desire with the exception of the hiring or termination of employment of the Senior Pastor; amending, repealing, or adopting bylaws; or approving any contract or transaction in which [Name of the Church] is a party.
- 8.1.1 The committee members need not be members of the Board.
- 8.1.2 Task assignments that are appointed, recommended, or delegated to a committee shall function under the direction of the Board.

8.2 NOMINATING COMMITTEE

- 8.2.1 The Board shall annually appoint a Nominating Committee which shall be comprised of the Chairman, one other member of the Board, and three (3) members at large of [Name of the Church]. The Senior Pastor shall be an ex officio, non-voting member of the Nominating Committee.
- 8.2.2 The Committee shall nominate a Chairperson of the Board and members at large who shall serve as members of the Board. The Committee shall take into consideration candidates who adequately represent the church membership and make recommendation with respect to any vacancies on the Board.
- 8.2.3 The Committee, prior to the annual meeting of [Name of the Church], shall:
- a) Fully explain to potential candidates their duties and responsibilities as members of the Board.
 - b) Obtain from each candidate a written consent to place the name for ratification.
 - c) Prepare a list of candidates to be ratified to fill vacant positions.
- 8.2.4 The Committee shall ensure that the attendance at Board meetings is monitored and that regular reports are submitted to the Nominating Committee regarding attendance.
- 8.2.5 The Nominating Committee or its designee or the Chairperson of the Board shall consult with those members of the Board who are not meeting the attendance requirements of the Board and shall make recommendations with respect to such non-attendance.

ARTICLE 9 – AMENDMENTS

- 9.1 These bylaws may be amended at any annual or special meeting of [Name of the Church]. Each proposed amendment must be presented to the Board not less than thirty (30) days prior to the annual or special meeting at which proposed amendment is to be considered and acted upon.
- 9.2 A notice of a meeting at which a change of bylaws will be considered shall be presented in writing to members of [Name of the Church] at least fourteen (14) days in advance of such meeting. An

affirmative vote of a two-thirds (2/3) majority of members and delegates present and voting is required for passage of amendments to the bylaws.

ARTICLE 10 – INDEMNIFICATION

- 10.1 Every Board member or Officer of the corporation and his/her executors, administrators, and estate shall be indemnified and saved harmless, out of the funds of the corporation, from and against:
- 10.1.1 All costs, charges, damages, and expenses whatsoever that the Board Member or an Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, or matter of thing whatsoever, made, done, or permitted by him, in or about the execution, in good faith, of the duties of his office or in respect of any such liability.
- 10.1.2 All other costs, charges, damages, and expenses which the Board Member or an Officer sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges, or expenses as are occasioned by the Board Member's or Officer's own willful neglect or default. [Name of the Church] shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by [Name of the Church].

ARTICLE 11 – PLAN FOR DISSOLUTION

- 11.1 Upon the dissolution of [Name of the Church], any assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to Florida Church of God Ministries, Inc. or an existing exempt organization which shares like faith, mission, and purpose, and which is tax exempt under Internal Revenue Code Section 501(c)(3).
- 11.2 Such distribution shall be implemented in accordance with the applicable provisions of the laws of the state of Florida and the membership of [Name of the Church].