

MODEL PRESBYTERIAN CHURCH BYLAWS

The Bylaws in this section are designed for use in evaluating and proposing changes to church Bylaws. This particular set of Bylaws is designed for a Presbyterian church.

INTRODUCTION TO MODEL CHURCH BYLAWS

In the following model Bylaws, the governing body of the church is referred to as the "Board of Elders," and it is vested with the primary responsibility for both spiritual and legal/corporate matters. In other words, it is the "Board of Elders" of the church as well as the "board of directors" of the corporation. In some churches, these responsibilities are divided between a formal board of directors, the board of trustees, the congregation as a whole, and/or a separate body that focuses primarily on spiritual matters, which may be referred to as a church council, board of elders, deacon board, session, vestry, consistory, or some other traditional title. When such a division is desired, any of these terms may be substituted for the term "Board of Elders" in appropriate places.

Many of the provisions set forth in these Bylaws would be superseded by certain denominational standards, which should be carefully consulted when modifying these model Bylaws to suit the needs of a particular church.

These Bylaws are fairly comprehensive and contain provisions that might be included in a separate church constitution instead of in the church's Bylaws. You should consult with an attorney in your community to determine which arrangement would be best for your particular situation.

These Bylaws also contain explanatory footnotes and optional or suggested language (which is usually set off with square brackets []) that should be deleted from a final document.

The Model Introduction to Bylaws is provided to address some of the typical questions and concerns that people have when they first review bylaws that are this detailed. It is recommended that the points in the Introduction be explained verbally (preferably in a membership class) before giving a copy of the Bylaws to a potential member.

MODEL CHURCH BYLAWS

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1. Name

The name by which this organization shall be known in law shall be "First Church," referred to herein as "the church."

2. Constitution

The Constitution of the church, which is subordinate to the Scriptures of the Old and New Testaments, consists of the [statement of faith /or/ book of church order /or/ book of discipline]. Whenever possible, these Bylaws shall be interpreted so as to be consistent with the Constitution; should any bylaw be found to contradict a provision of the Constitution, the Constitution shall control.

3. Organization and Incorporation

The organization shall be organized as a nonprofit corporation under the laws of the State of _____.

4. Purpose and Limitations

The purposes of the church are:

- a. To bring glory and honor to the triune God by promoting true worship, mutual edification, and gospel witness;
- b. To operate exclusively for religious, charitable, and educational purposes within the classification of legal charities; and no part of the net earnings of the organization shall inure to the benefit of any private stockholder or individual; and no substantial part of the activities of the organization, or any receipt of its funds, shall be utilized for any other purpose except those purposes mentioned above;
- c. To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- d. The church shall not have or issue shares of stock, and no dividends shall be paid. No part of the income or assets of the church shall be distributed to any member or officer without full consideration. The church is prohibited from lending money to guarantee the obligation of a member or officer of the church. No member or officer of the church has any vested right, interest or privilege in or to the assets, property, functions, or activities of the church. The church may contract in due course, for reasonable consideration, with its members or officers without violating this provision.

5. Location of Office

The registered office of the church shall be located within [state] at the address of the church's registered agent. The Board of Directors (also known as the Board of Elders) or a majority of the members may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

6. Membership

- a. The membership shall consist of all communicant and non-communicant members, all of whom have the privilege of pastoral oversight, instruction, and government by the church. Communicant members are those who have been baptized, have made a credible profession of faith in Christ, and have been received into membership as provided in section 6.b. Non-communicant members are the [baptized] children of communicant members.
- b. A person may be received into membership by a letter of transfer from another church of like faith and practice approved by the Board of Elders, by reaffirmation of faith, or by confession of faith. In order to be received into membership, a person must complete the membership course, submit a Membership Application, sign a Membership Covenant, and be accepted by the Board of Elders.
- c. All communicant members who are at least eighteen years old and in good standing in the church shall be voting members.¹ ("Good standing" means that a member is not presently under the censure of suspension or deposition.) Any voting member in attendance at a duly called meeting shall be entitled to one vote on matters brought before the congregation. Voting by proxy shall not be permitted. The pastor shall also be entitled to vote.
- d. Members may be removed from membership at their own request by informing the Board of Elders of their intention to withdraw and the reasons therefore. If a member requests to withdraw because of specific problems or disappointments with the church, the Board of Elders shall attempt to resolve those matters so that the member may remain in the church and enjoy greater fruitfulness and personal spiritual growth. If the Board of Elders is unable to resolve those matters, it shall offer to assist the member in locating a church of like faith and practice that can respond more effectively to his gifts and needs. If it appears to the Board of Elders that a member has requested removal to avoid church discipline, that request shall not be given effect until the disciplinary process has been properly concluded (see Matt. 18:12-20; Bylaw 13; Guidelines on Church Discipline).²
- e. Members may also be removed from membership by the Board of Elders when they: persistently, over an extended period of time, and without adequate reason absent themselves from the stated services of the church; unite with a church of another denomination; cannot be found for a period greater than two years; or are removed by

¹ If your state allows minors to vote as members in a religious nonprofit corporation, you may modify the age limitation found in this section. If minors are not allowed to vote on "corporate" matters even if they are communicant members, but you want them to be able to vote on "church" matters (which is not always an easy distinction to make), you will need to amend these bylaws to provide for that distinction.

² The last sentence in this section is designed to provide for informed consent from members for the church to proceed with discipline in situations where a person may try to avoid discipline by attempting to withdraw from membership. This language can help to reduce exposure to the type of legal liability that was imposed by the Oklahoma Supreme Court in *Guinn v. Church of Christ of Collinsville*, 775 P.2d 766 (Oklahoma, 1989). Before adopting this language, you should check with your denominational book of discipline to make sure that it allows a church to continue with discipline after a member attempts to resign.

excommunication for persistent impenitence. Non-communicant members may be removed from membership with their parents or when they reject the covenantal responsibility of submission to home or church and neglect the ongoing exhortation of the Board of Elders to profess faith in Christ.

7. Elders and Deacons

- a. Elders and deacons must be [male] voting members. In order to be eligible for election, a man shall have been a member in good standing in the church for at least one year, shall have received appropriate training under the direction or with the approval of the Board of Elders, and shall have served the church in functions requiring responsible leadership.
- b. Elders, individually and jointly with the pastor, are to lead the church in the service of Christ. They are to watch diligently over the people committed to their charge to prevent corruption of doctrine or morals. Evils that they cannot correct by private admonition they should bring to the notice of the Board of Elders. They should visit the people, especially the sick, instruct the ignorant, comfort the mourning, and nourish and guard the children of the covenant. They should pray with and for the people. They should have particular concern for the doctrine and conduct of the pastor and help him in his labors.
- c. Deacons shall show forth the compassion of Christ in a manifold ministry of mercy toward the saints and strangers on behalf of the church. As delegated and directed by the Board of Elders, they shall minister to the temporal needs of members and friends, manage the church finances, and see to the care and maintenance of church property.
- d. Any voting member may propose to the Board of Elders nominations for the offices of elders and deacons. The Board of Elders shall certify those nominees whom, upon examination, it judges to possess the necessary qualifications for office. An elder or deacon who had been previously certified but who resigned from or was divested of the office must be re-certified. At least one Lord's Day preceding the date appointed for the election, the Board of Elders shall announce to the church the names of those it has certified. Election shall be from those certified. Voting on the election of elders and deacons shall be done by secret ballot, and each vote shall be cast either in favor of or against the election of each candidate, and those candidates receiving the vote of a majority in favor of their election shall be deemed elected. Elders and deacons shall be elected for three-year terms of service. If an elder or deacon is elected at a meeting other than the annual congregational meeting, his regular term shall expire at the time of the second annual congregational meeting following his election.
- e. An elder or deacon may be divested of his office by church discipline for an offense in doctrine or life. He may also be divested upon a two-thirds (2/3) vote of the congregation. An elder or deacon also may resign from his office.

8. Pastor

- a. It is the charge of the pastor to feed and tend the flock as Christ's minister and with the other elders to lead them in all the service of Christ. It is his task to conduct the public

worship of God; to pray for and with Christ's flock as the mouth of the people unto God; to feed the flock by the public reading and preaching of the Word of God, according to which he is to teach, convince, reprove, exhort, comfort, and evangelize, expounding and applying the truth of Scripture with ministerial authority, as a diligent workman approved by God; to administer the sacraments; to bless the people from God; to shepherd the flock and minister the Word according to the particular needs of groups, families, and individuals in the congregation, visiting in the homes of people, instructing and counseling individuals, and training them to be faithful servants of Christ; to minister to the poor, the sick, the afflicted, and the dying; and to make known the gospel to the lost.

- b. The pastor may resign his position upon thirty days' written notice. If a significant portion of the congregation believes that the pastor's services are no longer edifying to the congregation, and if private efforts to remedy the situation are unsuccessful, the ministerial relationship may be dissolved as follows: (1) a special congregational meeting shall be called as provided in the bylaw on congregational meetings; (2) those requesting the pastor's resignation shall be allowed to state the reasons for their request, and the pastor shall be given the opportunity to respond, as shall other members of the church; (3) the meeting shall be adjourned to a time not sooner than one week later and not later than two weeks later; (4) at the next congregational meeting, further appropriate debate shall be allowed, and a vote shall be taken; (5) the ministerial relationship may be dissolved upon a majority vote. If the ministerial relationship is dissolved, the church shall provide the pastor with at least one month's severance pay, and shall consider providing such other assistance as is necessary for his needs and the needs of his family while he seeks other employment.

9. Board of Elders (Board of Directors)³

- a. The Board of Elders is the governing body (Board of Directors) of the church and consists of its pastor and ruling elders. The Board of Elders shall have the power and authority to make rules and regulations not inconsistent with the laws of the State of [state], the Constitution, and these Bylaws. The Board of Elders shall manage the business affairs of the corporation, oversee all matters concerning the conduct of public worship, and it shall concert the best measures for promoting the spiritual growth and evangelistic witness of the congregation. It shall receive, dismiss, and exercise discipline over the members of the church, supervise the activities of the Board of Deacons and all other organizations of the congregation, and have final authority over the use of the church property.
- b. The Board of Elders shall choose its own moderator (chairman) and clerk (secretary) annually from among its members. The Board of Elders may also choose a vice-moderator from among its members, and shall appoint a treasurer, who must be a voting member and shall ordinarily be a deacon.
- c. The Board of Elders shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Board of Elders shall be responsible for the acquisition and disposition of church property, which includes the management of its financial resources. Neither the Board of Elders nor its delegates³ shall have the power to buy, sell, mortgage, pledge or in any manner encumber any church property worth more than \$5,000, nor to incur any indebtedness exceeding the sum of \$5,000, unless first authorized to do so at a congregational meeting, either through the adoption of the annual budget or by special action of the congregation. The Board of Elders may delegate to the Board of Deacons or to other communicant members such of these responsibilities as it deems appropriate.
- d. The Board of Elders shall meet at least quarterly and shall convene at the call of the moderator, the presbytery, any two members of the Board of Elders, or upon its own adjournment. Either oral or written notice, including the date, time, and place of a meeting, shall be given at least two days before a meeting. If mailed, notice shall be deemed to be effective the day after the letter is postmarked. Notice may be waived either orally or in writing. An elder's or pastor's attendance at a meeting waives his right to object to lack of notice or defective notice of the meeting, unless at the beginning of the meeting (or promptly upon arrival), he objects to holding the meeting

³ This section is drafted in such a way that the Board of Elders serves not only as the spiritual director of the church but also as the board of directors of the nonprofit corporation. (In fact, the entire set of Bylaws has been drafted so as to make the church and the nonprofit corporation one and the same organization.) Such a merging of functions helps to prevent some of the confusion and even competition that can occur if there are different supreme governing bodies within the church. (Peacemaker Ministries has actually arbitrated lawsuits between the elders and trustees in the same church!) It also serves to cloak all of the Board's and the church's activities with the legal protection afforded to nonprofit corporations by state and federal laws. There is at least one drawback to this arrangement, however: many church governing boards already think and act too much like "boards of directors" (tending to business or maintenance matters more than spiritual matters). Therefore, if you use this dual arrangement, you should be careful to remind yourselves continually that the primary responsibility of elders is to look to the spiritual well-being of the flock.

or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

- e. A quorum is two elders, if there are three or more, or one ruling elder if there are fewer than three, together with the pastor. In no case may the Board of Elders conduct its business with fewer than two elders present who are entitled to vote. When the church is without a pastor, the Board of Elders shall request the presbytery to appoint a minister, normally of the same presbytery, to meet with them, or shall itself invite such a minister; he shall have the right to vote, and to be elected to moderate the meeting. When it is impractical without great inconvenience for a minister to attend, those present may conduct business, but the grounds for the call of such a meeting shall be reviewed at the next meeting at which a minister is present.
- f. The act of a majority present at a Board of Elders meeting at which a quorum is present (when the vote is taken) shall be the act of the Board of Elders. A pastor or elder shall be deemed to have approved of an action taken if he is present at a meeting of the Board of Elders unless: (1) he objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he did not approve the action and he delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or immediately after adjournment of the meeting.
- g. If at any time there are less than three persons on the Board of Elders, the congregation may elect from the Board of Deacons and, if necessary, from among the voting members, individuals who will temporarily serve as directors of the church for the purpose of carrying out any required corporate business. The terms of such temporary directors shall expire when sufficient elders have been elected and ordained to bring the number of the Board of Elders to three or more. If the Board of Elders shall cease to exist or become so small as to prevent it from working effectively, [presbytery/or/another outside governing body] shall provide for the election and ordination of elders from within the congregation, or, with the consent of the congregation, may appoint elders or ministers, or both, normally from within the same [presbytery/or/regional fellowship], to be an acting Board of Elders or to augment the existing Board of Elders temporarily.
- h. The Board of Elders may meet by means of a conference telephone call or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting, and provided all persons participating in the meeting can hear each other at the same time. A member participating in a conference telephone meeting is deemed present in person at the meeting. The moderator of the meeting may establish reasonable rules as to conducting business at any meeting by phone.
- i. The moderator shall be the chairman of the Board of Directors and the principal executive officer (president) of the corporation. The moderator shall be subject to the control of the Board of Elders, and shall in general supervise and control, in good faith, all of the business and affairs of the church. The moderator shall, when present, preside at all meetings of the members and of the Board of Elders, and shall conduct such

meetings so as to facilitate free and respectful debate and decision making. The moderator may sign, with the secretary or any other proper officer of the church that the Board of Elders has authorized, corporation deeds, mortgages, bonds, contracts, or other Board of Elders authorized instruments.

- j. If the Board of Elders appoints a vice-moderator (vice-chairman), he shall perform, in good faith, the moderator's duties if the moderator is absent, dies, is unable or refuses to act. If the vice-moderator acts in the absence of the moderator, the vice-moderator shall have all of the powers of and be subject to all the restrictions upon the moderator. If there is no vice moderator, or the vice moderator is unable to, or refuses to act, then the secretary shall perform the duties of moderator.
- k. The clerk shall be the secretary of the church and shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the members and of the Board of Elders; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) be custodian of the church and corporate records; (4) subscribe the minutes of all meetings of the members and of the Board of Elders; (5) when requested or required, authenticate any records of the church; (6) keep a current register of the post office address of each member; and (7) in general perform all duties incident to the office of secretary and any other duties that the moderator or the Board of Elders may assign to the secretary.
- l. The treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the church; (2) receive and give receipts for moneys due and payable to the church from any source, and deposit all moneys in the church's name in banks, trust companies, or other depositories that the Board of Elders shall select; (3) submit the books and records to a Certified Public Accountant or other accountant as directed by the Board of Elders; and (4) in general perform all of the duties incident to the office of treasurer and any other duties that the moderator or Board of Elders may assign to the treasurer. If required by the Board of Elders, the treasurer shall give a bond for the faithful performance of the treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the Board of Elders shall determine.
- m. The Board of Elders may establish such committees as it deems necessary for the work of the church.

10. Board of Deacons

The Board of Deacons shall oversee the ministry of mercy in the church and shall collect and disperse funds for the relief of the needy. Other forms of service for the church may also be committed to the deacons. The Board of Deacons shall choose its own officers from its membership.

11. Congregational Meetings

- a. An annual meeting of the church shall be held in January of each year at a date, time, and place to be determined by the Board of Elders.⁴ At the annual meeting, the voting members shall elect elders and deacons, adopt an annual budget, and transact any other business as may come before the meeting.
- b. Special meetings of the church shall be called at a date and location to be determined by the Board of Elders whenever the Board of Elders deems it to be in the best interests of the church or when requested in writing to do so by one-fourth (1/4) of the voting members of the church in good standing.
- c. The date, time, and location of all congregational meetings must be announced orally or in the church bulletin at least two (2) Sundays prior to the time set for the meeting, or by letter mailed at least ten days prior to the meeting. If the voting members adjourn any congregational meeting to a different date, time, or place, notice of a new date, time, and place need not be given if the new date, time, and place is announced before adjournment. A member entitled to a notice may waive notice of the meeting (or any notice required by laws of the State of [state] or these bylaws) by a written notice signed by the member. The member must send the notice of waiver to the church (either before or after the date and time stated in the notice) for inclusion in the minutes or filing with the church records.
- d. The purpose of a meeting shall be announced in advance if it involves: a proposed amendment to the bylaws or articles of incorporation; the election or removal of officers; the calling or removal of the pastor; the acquisition or disposition of property worth more than \$5,000; the dissolution of the church; or a question regarding the church's denominational affiliation. When a meeting is called for the transaction of specific matters of business, no business shall be conducted except that which is stated in the notice.
- e. A member's attendance at a meeting: waives the member's right to object to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and, waives the member's right to object to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.
- f. One-fourth (1/4) of the voting members shall constitute a quorum at congregational meetings. Unless provided otherwise in these Bylaws, a majority vote of those in attendance, a quorum being present, is sufficient to decide any matter.
- g. The moderator and the clerk of the Board of Elders shall serve as moderator and clerk respectively in congregational meetings.

⁴ In the alternative, the Bylaws may state a specific date, time, and location of the annual meeting, which would make advance notice unnecessary.

12. Church Records

- a. The Board of Elders shall keep the following records: (1) minutes of its meetings, including a record of the administration of the sacraments and changes in the membership of the congregation; (2) minutes of the meetings of the congregation; (3) rolls of the members in the congregation (communicant, non-communicant, and voting), with the dates of their reception; (4) resolutions adopted by the Board of Elders; (5) appropriate accounting records; (6) its articles or restated articles of incorporation and all amendments to them currently in effect; and (7) its bylaws or restated bylaws and all amendments to them currently in effect.
- b. A member shall be entitled to inspect and copy, at a reasonable time and location specified by the Board of Elders, any of the church records described above, provided the Board of Elders finds that the member has a proper purpose and is acting in good faith. The Board of Elders may limit access to any records that contain confidential information about a particular person or persons.

13. Relational Commitments

Relational Commitments: Relationships in the church will be guided and governed by the biblical principles set forth in a document entitled "Relational Commitments," which is incorporated into these Bylaws by reference. This document establishes our commitments related to peacemaking and reconciliation, preserving marriages, protecting children, biblical counseling, confidentiality, accountability, and church discipline. These Commitments shall apply both to members and to attenders of our church, and may be amended from time to time in the same way that these Bylaws may be amended.

14. Church Discipline

Church discipline shall be carried out according to [the Book of Discipline of the [denomination], as explained in] our Relational Commitments and the Guidelines for Church Discipline developed by the Board of Elders.⁵

15. Ownership and Distribution of Property⁶

- a. The church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws. [Should the church decide to withdraw from the denomination, the church shall retain ownership of its property. Such withdrawal shall not be considered to be a dissolution.]⁷
- b. "Dissolution" means the complete disbanding of the church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the church,

⁵ The language in brackets should be modified or deleted for independent churches.

⁶ This section should be modified to reflect the traditions and legal arrangements of each particular church and/or denomination.

⁷ The language in brackets should be modified or deleted for independent churches.

its property shall be applied and distributed as follows: (1) all liabilities and obligations of the church shall be paid and discharged or adequate provision shall be made therefore; (2) 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; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the responding provision of any future United States Internal Revenue Law), and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Board of Elders, provided that no assets are distributed to any organization governed by a member of the Board of Elders; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are part of the [denomination].

16. Indemnification of Officers

- a. The Board of Elders may choose to indemnify and advance the church-related expenses of any officer, employee, or agent of the church.
- b. Subject to the provisions of paragraph c. of this section, the church shall indemnify any elder or deacon or former elder or deacon of the church against claims, liabilities, expenses, and costs necessarily incurred by him in connection with the defense, compromise, or settlement of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been an elder or deacon, to the extent not otherwise compensated, indemnified or reimbursed by insurance, if:
 - (1) The conduct of the elder or deacon was in good faith;
 - (2) The elder or deacon reasonably believed that his conduct was in the best interests of the church, or at least not opposed to its best interests; and
 - (3) In the case of any criminal proceeding, the elder or deacon had no reasonable cause to believe that his conduct was unlawful.
- c. The church may not indemnify an elder or deacon in connection with a proceeding brought against him by or in the right of the church, in which he was adjudged liable to the church, or where the elder or deacon is charged with receiving an improper personal benefit and he is adjudged liable on that basis.

17. Rules of Order

All meetings of the church, the Board of Elders, and its various boards and committees shall be conducted pursuant to the latest edition of *Robert's Rules of Order*.

18. Amendment of Bylaws

These Bylaws may be amended or repealed only by the affirmative vote of two-thirds (2/3) of the voting members present at a duly-called meeting of the church called for such purposes.