

SAMPLE CHARGE CONFERENCE RESOLUTION

WHEREAS, the Bishop and the District Superintendent have recommended that every local United Methodist Church consider incorporation under the [STATE NON-PROFIT OR RELIGIOUS CORPORATION ACT] and in accordance with *The Book of Discipline of The United Methodist Church* (hereafter “the *Discipline*”); and

WHEREAS, said members of the Charge Conference have been duly notified of the special meeting of the Charge Conference of this said association for the purpose of considering said recommendation to incorporate this local church, which meeting has been duly authorized and called in accordance with the *Discipline*; and

WHEREAS, it will become necessary upon the incorporation of said association to transfer all of the property of said association both real and personal to the new corporation.

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The membership of the Charge Conference United
of _____
Methodist Church, an unincorporated association, duly called and convened, do hereby authorize and direct the incorporation of the said association as

[NAME OF LOCAL CHURCH CORPORATION]

a [STATE] nonprofit religious corporation in accordance with the *Discipline* and for the purposes as set forth in the *Discipline*, and do further authorize and direct the Board of Trustees of this association to forthwith cause proper Articles of Incorporation to be prepared, executed, and transmitted forthwith to the Office of the Secretary of [STATE] for filing therein, and that By-Laws, resolutions, minutes, or other documents required by [STATE] law and the *Discipline* be prepared as necessary, and that the expense of said incorporation be paid from the General Treasury of said association.

2. The following are designated as the original Board of Trustees of said new nonprofit corporation:

[NAMES OF TRUSTEES]

3. The Board of Trustees of said association in order to perfect further and carry on the operation of said association as a corporation and to comply with the *Discipline* is directed to prepare, transfer and convey unto the newly formed corporation, by proper deeds, bills of sale, and other instruments, all the property of said association, real and personal, of whatever kind and description whatsoever, subject to all encumbrances and liabilities of the unincorporated

association and that thereupon all the right, privileges, immunities, powers, franchises, and

authority and all the property and obligations of such unincorporated association shall pass to, vest in, and be the property and (in the case of encumbrances and liabilities) obligations of the corporation so formed, and that the expense of said transfer and conveyance and all matters necessary and incidental thereto shall be borne by and paid from the General Treasury of said unincorporated association.

4. The said Board of Trustees is further authorized to do and perform any and all acts necessary to carry this resolution into full force and effect.

APPROVED, this _____ day of _____, 20__.

Secretary, Charge Conference

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SAMPLE BOARD OF TRUSTEES RESOLUTION

WHEREAS, the Charge Conference has directed this Board by its proper officers to prepare, execute, and file Articles of Incorporation, By-Laws, deeds, and other documents for this religious, unincorporated association in order to complete its incorporation under the laws of [STATE].

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Chairperson and Secretary are authorized to retain legal counsel for the purpose of causing Articles of Incorporation to be prepared, executed, and filed with the Secretary of State of [STATE] as a religious nonprofit corporation; to prepare By-Laws and minutes necessary to complete the organization of the Corporation; to prepare, have executed and record in the proper office of the Register of Mesne Conveyances or Clerk of Court deeds transferring all church real estate from the old association to the new Corporation (said deeds to contain the proper trust clauses as required by the *Discipline*); and to ensure that the Corporation is qualified under Section 501(c)(3) of the Internal Revenue Code.

2. The following person(s) is (are) designated as the incorporators of said new nonprofit corporation (only one incorporator required, typically Chairperson of the Board of Trustees):

[NAMES OF TRUSTEES]

3. The following is designated as Registered Agent of this corporation upon whom any process, notice, or demand required or permitted by statute to be served upon the corporation may be served (either name or title, such as Chair of Trustees, Business Manager, or Pastor):

Name: _____

Church address: _____

4. The Chairperson and Secretary of the Board are authorized and directed to do and take such actions as they deem necessary to carry into effect the foregoing resolutions, all pursuant to *The Book of Discipline of The United Methodist Church*.

APPROVED, this _____ day of _____, 20__.

Secretary, Board of Trustees

SAMPLE ARTICLES OF INCORPORATION

[STATE]
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF
A [STATE] NONPROFIT CORPORATION

1. The **name** of this nonprofit corporation is

[CHURCH NAME, INCLUDING “INC.” OR OTHER REQUIRED DESIGNATION]

2. The initial **registered office and principal office** of the nonprofit corporation is (Street address, city, county, state and zip code of church):

[ADDRESS]

and the **registered agent** of the nonprofit corporation at that office is:

[TITLE]: _____

3. **Purpose.** The nonprofit corporation is a religious corporation. It is organized as a local United Methodist Church exclusively for religious purposes, supports the doctrine of The United Methodist Church, and declares itself and all of its property subject to the law, usages and ministerial appointments of The United Methodist Church.

The Corporation is to be operated exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of its charter, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under

Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. **Members.** The corporation will have members. Upon the filing of these Articles of Incorporation, the members of the former unincorporated local United Methodist Church shall be members of such corporation. Only those members of the Corporation who are members of the Charge Conference, as defined in *The Book of The United Methodist Church* (hereafter “*the Discipline*”), are entitled to vote at a meeting of the members; *provided, however* if the District Superintendent convenes a Charge Conference as a Church Conference, all members of the Corporation present shall be entitled to vote.

5. **Powers.** The business of this corporation shall be conducted in conformity with the *Discipline* as the same now exists or as may hereafter be amended, changed, or modified, and the bylaws of the corporation shall include the *Discipline* and no bylaws shall be adopted inconsistent with the provisions of the *Discipline*.

In addition to the powers and duties granted to this corporation by the *Discipline*, the corporation assumes for itself all the rights, powers, and privileges and immunities which are now, and which may be during the existence thereof be conferred by law upon a corporation with a similar character, provided the same are not inconsistent with the *Discipline*. All amendments, bylaws, and regulations of this corporation shall at all times be in conformity with the *Discipline* and must be approved, in writing, by the pastor and the district superintendent.

But notwithstanding the above, however, at no time shall any of the amendments, bylaws, or regulations of the corporation be prohibited by or in conflict with the nonprofit corporate laws of the [STATE].

6. **Term.** This corporation shall exist in perpetuity. If for any reason the corporation shall be abandoned, discontinued, or cease to exist as a legal entity and its charter shall expire or be terminated, the title to all its property both real and personal shall be vested in and be the property of the [ANNUAL CONFERENCE] of The United Methodist Church, pursuant to the *Discipline*, provided it is then an organization qualified under Section 501(c)(3) of the Internal Revenue Code of the United States; and if not, to any other organization, designated by such Annual Conference, which is then qualified under Section 501(c)(3) of the Internal Revenue Code of the United States. The Corporation cannot sever its connectional relationship to The United Methodist Church without the Annual Conference’s consent.

7. The name, address (with zip code) and signature of each incorporator is as follows (only one required):

[LIST NAME, ADDRESS, AND SIGNATURE OF EACH INCORPORATOR]

SAMPLE CORPORATE BY-LAWS

BY-LAWS OF

[CHURCH NAME, INCLUDING "INC." OR OTHER REQUIRED DESIGNATION]

[CITY, COUNTY, STATE]

ARTICLE I

IDENTITY

These are the By-Laws of the above-named United Methodist Church, a nonprofit religious corporation organized and existing pursuant to the laws of [STATE], with its principal place of business at the above stated city and county in [STATE] (hereafter, "the Corporation").

ARTICLE II

PURPOSES AND POWERS

Section 1. The Corporation is organized as a local United Methodist Church exclusively for religious purposes, supports the doctrine of The United Methodist Church, and declares itself and all of its property subject to the law, usages and ministerial appointments of The United Methodist Church.

Section 2. All the powers authorized and permitted by *The Book of Discipline of the United Methodist Church* (as amended from time to time by its General Conference) (hereinafter, "*the Discipline*") for a local church corporation shall be the powers of this Corporation, together with such powers as granted to religious corporations in the [STATE NON-PROFIT OR RELIGIOUS CORPORATION ACT], as amended from time to time.

ARTICLE III

GOVERNANCE

Section 1. The Corporation shall look to these By-Laws, to the *Discipline*, and to the laws of [STATE] with reference to non-profit religious corporations for guidance in the operation of its affairs.

Section 2. Where these By-Laws conflict with the *Discipline*, the *Discipline* shall control.

Section 3. Where these By-Laws conflict with the laws of [STATE] with reference to non-profit religious corporations, [STATE] law shall control.

ARTICLE IV

MEMBERS

Section 1. The initial members of the Corporation shall be the members of the local church congregation immediately prior to incorporation. Persons subsequently becoming members of the local church congregation shall be members of the Corporation, and persons ceasing to be members of the local church congregation shall cease to be members of the Corporation.

Section 2. Only those members of the Corporation who are members of the Charge Conference, as defined in the *Discipline*, are entitled to vote at a meeting of the members; provided, however if the District Superintendent convenes a Charge Conference as a Church Conference, all members of the Corporation present shall be entitled to vote.

Section 3. The annual meeting and any special meeting of the members (whether convened by the District Superintendent as a Charge Conference or a Church Conference) shall be convened and held, with notice, quorum and voting rights, all as provided for in the *Discipline*.

ARTICLE V

BOARD OF TRUSTEES

Section 1. The number, qualifications, and constitution of the Board of Trustees, their term in office and their method of election, removal and replacement shall be in accordance with the provisions of the *Discipline*.

Section 2. An organizational meeting of the Board of Trustees shall be held in January.

Section 3. Special meetings of the Board of Trustees may be called by the Chairperson or as otherwise provided by the *Discipline*.

Section 4. Notice of all regular and special meetings of the Board of Trustees shall be given to each Trustee personally or by mail, church bulletin, telephone or fax machine, at least five (5) days prior to the date of the meeting. Notice may be waived as provided for in the

[STATE NON-PROFIT OR RELIGIOUS CORPORATION ACT] and the *Discipline*. The notice shall include the date, hour and place of all such meetings.

Section 5. A quorum at any Trustees' meeting shall consist of a majority of the Board of Trustees, as constituted at the time of such meeting. The acts approved by a majority of those present at any meeting, at which a quorum is present, shall constitute the acts of the Board of Trustees. Less than a quorum may adjourn a meeting, from time to time, until a quorum is present.

ARTICLE VI

OFFICERS

Section 1. The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and if need requires, a Treasurer, or as provided in the *Discipline*. The office of Secretary and Treasurer may be held by the same person. The Chairperson, Vice Chairperson, and Secretary shall be members of the Board of Trustees.

Section 2. The Chairperson, a Vice Chairperson, a Secretary and if need requires a Treasurer shall be elected at the organizational meeting of the Board of Trustees, and all such officers shall hold office until the second annual meeting of the Board following their election and until such time as their successors are duly elected and qualified.

Section 3. Any officer may be removed from his or her office at any time by a majority vote of the Board of Trustees, as then constituted, notwithstanding the fact that the term for which he or she may have been elected has not expired. No cause need be assigned for any removal under this section.

Section 4. Any vacancy in any office, regardless of the cause, may be filled by the Board of Trustees at any regular or special meeting.

Section 5. The Chairperson shall preside at all meetings of the Board of Trustees. The Chairperson shall execute all contracts authorized by the Board of Trustees and shall perform such other duties as are incident to the office or properly required of him or her by the Board of Trustees.

Section 6. The Vice Chairperson shall perform the duties of the Chairperson in the absence or disability of the Chairperson. In addition, the Vice Chairperson shall have such powers and discharge such duties as may be properly assigned to him or her, from time to time, by the Board of Trustees.

Section 7. The Secretary shall keep a record of all proceedings at the meetings of the Board of Trustees. He or she shall attend to the giving of notices, have custody of the corporate seal, attest when necessary the signature of the Chairperson, and affix the seal to all instruments required to be executed under seal and authorized by the Board of Trustees. He or she shall have such other powers and perform such other duties as are incident to the office or properly required of him or her by the Board of Trustees.

Section 8. If elected, the Treasurer shall be in charge of all the monies and securities belonging to the Corporation. The Treasurer shall cause the monies of the Corporation to be deposited in the name of the Corporation in such banks or other institutions as the Board of Trustees may designate; and shall cause the securities of the Corporation, together with other valuable documents of the Corporation to be deposited for safekeeping with such bank or institution as the Board of Trustees may designate. The Church Treasurer who is elected by the Charge Conference may also serve as Treasurer of the Corporation if the Board of Trustees and the Charge Conference so agree. The Treasurer shall have such other powers and perform such other duties as are incident to the office or properly required of him or her by the Board of Trustees or the Charge Conference.

ARTICLE VII

FISCAL YEAR AND AUDIT

Section 1. The fiscal year of the Corporation shall commence on the 1st day of January and end on the 31st day of December.

Section 2. Audit requirements and procedures for the local church as set forth in the *Discipline* shall be complied with.

ARTICLE VIII

FIDELITY BONDS AND INSURANCE

The Corporation shall comply with the fidelity bond and insurance requirements for the local church as set forth in the *Discipline*.

ARTICLE IX

AMENDMENTS

Upon the written approval of the pastor and the district superintendent, these By-Laws may be amended by a two-thirds vote of the full Board of Trustees (as then constituted) at any meeting of the Board of Trustees, provided that the notice of such meeting clearly sets forth the proposed changes which are to be considered.

ARTICLE X

SEAL

The Corporation may have a seal of such design as the Board of Trustees may adopt setting forth the name of the Corporation.

ARTICLE XI

INDEMNITY OF TRUSTEES AND OFFICERS

The Corporation is authorized to indemnify its trustees and officers to the full extent permitted in the [STATE NON-PROFIT OR RELIGIOUS CORPORATION ACT], as amended from time to time.

Effective as of _____, 20____.

Secretary

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SAMPLE MINUTES

MINUTES

ORGANIZATIONAL MEETING OF THE BOARD OF TRUSTEES

The organizational meeting of the Board of Trustees of [NAME OF CHURCH CORPORATION], a corporation incorporated under the [STATE NON-PROFIT OR RELIGIOUS CORPORATION ACT], was held at _____ on the _____ day of _____, 20____, pursuant to a written waiver of notice signed by all the Trustees fixing said place and time and specifying the purpose of the meeting.

There were present [NAMES OF TRUSTEES PRESENT AT MEETING], constituting a majority or more of the full Board.

[NAME] was chosen as temporary chairperson and [NAME] was chosen as temporary secretary of the meeting.

The Secretary presented and read the waiver of notice of the meeting, signed by all the Trustees.

The Chairperson stated that the first business to come before the meeting was the election of officers to hold office until December 31 of this year, or until their respective successors are elected and qualified, and called for nominations. The following persons were nominated to the offices of the corporation set opposite their respective names:

CHAIRPERSON:

VICE CHAIRPERSON:

SECRETARY :

TREASURER :

All the Trustees present having voted, the Chairperson announced that the aforesaid persons had been elected to the offices set before their respective names.

The duly elected Chairperson thereupon took charge of the meeting and the Secretary entered upon the discharge of his/her duties.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that the seal, an impression of which is herewith affixed, be adopted as the corporate seal of the corporation.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that the By-Laws, a copy of which was presented to the meeting and read section by section by the secretary, be adopted as the By-Laws of the Corporation.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that the Articles of Incorporation heretofore filed with the Secretary of State of [STATE] by [NAME(S)] as Incorporator(s), on _____, 20____, be, and are hereby, adopted in all respects as the charter for the corporation.

Upon motion, duly made, seconded and carried, it was

RESOLVED, that, unless otherwise ordered, all meetings of the Board of Directors shall be held at the Office of the corporation at [ADDRESS AND LOCATION FOR BOARD MEETING].

Upon motion, duly made, seconded and carried, it was

RESOLVED, that the Treasurer is authorized and directed to open a deposit account of the corporation at [BANK] and to perform any and all acts necessary and incidental thereto.

RESOLVED, FURTHER, that the Treasurer be, and he/she is hereby authorized to pay all fees and expenses incident to and necessary for the organization of the corporation.

The Secretary was authorized and directed to procure the proper corporate books. The Secretary was further instructed to file with the minutes of the meeting:

- (a) Waiver of Notice;
- (b) Copy of By-Laws;
- (c) Articles of Incorporation.

There being no further business, the meeting was adjourned.

Secretary

APPROVED BY:

[NAMES AND SIGNATURES OF ALL TRUSTEES PRESENT AT THE MEETING]

SAMPLE WAIVER OF NOTICE

WAIVER OF NOTICE OF ORGANIZATION MEETING OF THE BOARD OF TRUSTEES

We, the undersigned, being all the Trustees of [NAME OF CHURCH CORPORATION], a corporation incorporated under the [STATE NON-PROFIT OR RELIGIOUS CORPORATION ACT], do hereby waive notice of the time, place and purpose of the first meeting of the Board of Trustees of said corporation.

We designate the _____ day of _____, 20 , as the time and [LOCATION ADDRESS] as the place of said meeting, the purpose thereof being to elect officers, complete the organization of said corporation, and to transact such other business as may be necessary or advisable.

Dated: _____

[NAMES AND SIGNATURES OF TRUSTEES]