

Introduction and Instructions

A church structure should consist of two entities, a congregation and a corporation. The congregation elects its pastor, elders, and deacons to facilitate its worship and mission. The corporation manages the church's business affairs. The congregation comprise the members of the corporation. Typically, the session also serves as a board of trustees which in turn elect the corporation's officers. Some large churches prefer to separate the session from the board of trustees and have the congregation, rather than the session, elect the board of trustees.

The following three documents are merely proposed for use by Presbyterian Churches (U.S.A.) in the Shenango Presbytery. They include (a) bylaws for the congregation, (b) articles of incorporation, and (c) bylaws for the corporation. If a church already has articles of incorporation, it may wish to amend them in which the proposed articles of incorporation can be termed as "revised and restated articles of incorporation."

Text appearing in *italicized (parenthesis)* refers to provisions in either the *Book of Order 2023-2025* or the United States Internal Revenue Code of 1939; Act of Feb. 10, 1939, ch 2; Title 26 of the United States Code, as amended ("*I.R.C.*"). It is recommended that these references remain in the final bylaws and articles of incorporation adopted by a church because they provide authority for inclusion of the provision.

The *[bracketed], bolded, and italicized* text denotes suggested language and should be replaced as appropriate in tailoring the bylaws to the requirements of the individual church.

Explanatory paragraphs prefaced by a "**Note**" should be deleted in the final draft.

The following instructions review and explain the *bracketed, bolded, and italicized* text:

Appendix A

Congregational Bylaws

Articles I, II, and III. Mission, Relationship, and Governance – the church's name is used throughout these bylaws. Following the church mergers in the 1950's and 1960's, the word "United" was deleted from the denomination's name and "(U.S.A.)" was added to the name, becoming the Presbyterian Church (U.S.A.) [PC(U.S.A.)]. However, some local congregations failed to amend their names accordingly. Also, in recent years, several Presbyterian churches have left the PC(U.S.A.) and become associated with other Presbyterian denominations. Thus, the failure to include "(U.S.A.)" in the church's name may result in confusing a church of a different Presbyterian denomination with a PC(U.S.A.) church.

Thus, each name must include the designations *Presbyterian* and *(U.S.A.)* indicating of the church's affiliation with the PC(U.S.A.). (*G-1.0201*) Examples include *The Presbyterian Church of Smithville (U.S.A.)*, or *The First Presbyterian Church of Smithville (U.S.A.)*, or *The Smithville Presbyterian Church (U.S.A.)*.

All churches must be incorporated with the Corporation Bureau of the Pennsylvania Department of State. If a church is not incorporated, it must take immediate steps to incorporate. If a church's name does not comply with the records of the Corporation Bureau, the church should file an amendment with the Corporation Bureau correcting the church's name.

Articles IV, V, and VI – Meetings. Meetings of the congregation and corporation must occur at least annually and may be held on the same date. It is preferable that the congregational meeting be held first and the corporation be held afterwards to avoid confusion over the differing voting restrictions. For example, **all** "active members" may participate, vote, or hold a **congregational** office (*G-1.0402, G-1.05*)— "active members" being inclusive of adults and minors; whereas, under state law, only **adult** "active members" may participate, vote, or hold a **corporate** office. Thus, while a seventeen-year-old

“active member” of the congregation may serve as an elder or deacon, he or she cannot participate in corporate affairs or hold corporate office until becoming an adult (eighteen years of age) (G-4.0102).

The purposes of congregational (ecclesiastical) meetings are listed in Art. VI and the purposes of corporate meetings are listed in Arts. XI and XIV. Note the interaction of the ecclesiastical and corporate duties and powers—the congregation electing the ecclesiastical officers (elders, deacons, clerk, and minister); the board of trustees in turn electing the corporate officers (president, vice-president, and treasurer). Note that board of trustees does not elect a corporate secretary because the clerk of session also serves as secretary of the corporation.

Written and oral notice of congregational and corporate meetings must be provided to the congregation’s active members sufficiently in advance of the meeting to allow the members to attend.

Articles VII, VIII, IX, and X – Minister, Officers, Minutes, and Quorum. As set forth in Art. VI, a congregation calls its minister and elects its elders and deacons from its “active members.” The minister is not a “active member” of a congregation and therefore not eligible to serve as a member of the session, the board of deacons, or the board of trustees and has no right to vote; however, the minister serves as moderator of meetings of the congregation and session, may attend committees thereof, and may attend board of trustees meetings and committees thereof.

The clerk and treasurer are elected by the session (G-3.0104, G-3.0205). The clerk of session must be an elder and must serve as secretary to the congregation and corporation and is responsible for maintaining the minutes thereof. The treasurer need not be an active member and is responsible for the finances of the congregation and corporation.

A quorum of the members necessary to conduct business depends upon the number of the active members. It can be expressed as a percentage (%) of the members or as an actual number (#). For example, a congregation having 150 active members may want to fix a quorum at twenty (20%) percent for ecclesiastical meetings, thus requiring a quorum of 30 active members or may want to set a specific number, such as 25. If the same church has ten elders on session, it may want to fix a quorum of session at a specific number, such as four elders to constitute a quorum for both session and corporate meetings.

Articles XI and XII, XIII – Incorporation, and Corporate Powers, Membership, and Officers. If a church is not incorporated, it is considered an unincorporated association. The difference between a corporation and an association involves liability for debts and injuries. If an association incurs a liability, each member of the association may be individually responsible for the **entire** obligation; whereas a corporation acts as a shield—protecting its members from individual liability—thus, the advisability for incorporating.¹

The corporation is a separate legal entity from the congregation. It is the congregation that determines ecclesiastical matters and it is the corporation that employs personnel and owns and manages all property, real and personal.

Unlike a business corporation that has “shareholders” to decide important matters, a non-profit corporation has “members” who make these decisions. A business corporation will usually have a board of directors, elected by the shareholders, that manage the business of the corporation and appoint the corporate officers. Conversely, a church’s non-profit corporation, the session serves as a board of trustees, elected by the church’s members, is responsible for managing the personnel and property of the church, and in doing so, appoints the corporate officers; president, and vice-president. The clerk and treasurer of session shall serve as secretary and treasurer of the corporation.

The *BoO* and the *I.R.C.* impose restrictions on acquiring and disposing of property as listed in Art. XIII.

Art. XV, XVI, XVIII, XIX – Elders and Deacons – Qualifications, Election, and Duties. Session. These provisions are suggested or required by the *BoO*. By implication, the *BoO* requires a minimum of

¹ It appears that all PC(U.S.A.) churches in the Shenango Presbytery are incorporated

three elders and three deacons, each serving a staggered term of three years (*i.e.*, 3 one-year terms x 1 elder/term = 3 elders min.).

Art. XX, and XXI. – *Prohibited Activities and Dissolution.* To maintain its tax-exempt status, the church must comply with the I.R.C. regulations as set forth in Art. XX and XXI.

Art. XXII – *Amendments.* The bylaws are a basic governing document and should only be amended if necessary; thus, the number of members required for approval should be larger than that required for other matters. It is suggested that approval would require a **majority** or a **super-majority** (2/3's) of the active members.

Appendix B

Amended and Restated Articles of Incorporation

As mentioned earlier, it appears that all the churches in the Shenango Presbytery are incorporated. Therefore, these explanations will only discuss amendments to the churches' existing articles of incorporation. In doing so, these amendments also restate the articles of incorporation in their entirety, replacing any inconsistent provisions set forth in the original articles of incorporation or any prior amendments thereto. Generally, the requirements for PC(USA) corporations are laid down in Chapter Four of the *BoO*.

The proposed amendments are intended to be brief, whereas, the proposed corporate bylaws are intended to be exhaustive. Picture the amendments being the "skeleton," and the corporate bylaws being the "meat and bones." The reason for this recommendation is that it is far easier to amend the corporate bylaws than it is to amend the articles of incorporation.

Art. XVI – *Restrictions on Corporations, Exempt from Federal Taxation* and **Art. XVII – *Dissolution.*** Both the amended articles and the bylaws contain IRC provisions enabling the church to qualify as an IRC Sec. 501 (c)(3) tax exempt organization. These provisions should not be changed, rather they must be adopted in their entirety.

Appendix C

Corporate Bylaws

As mentioned above, the corporate bylaws are intended to be exhaustive and detailed rather than merely an outline such as amended articles of incorporation. See Chapter Four of the *BoO* for requirements of corporations.

Art. XI – *Restrictions on Corporations, Exempt from Federal Taxation* and **Art. XII – *Dissolution.*** The Articles repeat the IRC Sec. 501 (c)(3) tax exempt organization provisions in the articles of amendment and should not be changed

CAVEAT – PLEASE REVIEW THE BOOK OF ORDER AND CONSULT WITH AN ATTORNEY BEFORE ADOPTING ANY OF THESE DOCUMENTS

APPENDIX A

Bylaws of the Congregation of The XXX (U.S.A.) (G-1.0201)

Article I. Mission of the Church.

The XXX (U.S.A.) has been called by God and organized to proclaim the good news of Jesus Christ, to minister to the needs of members of the Congregation and residents of the community, and to promote peace and justice in the world. (F-1.01)

Article II. Relation to the Presbyterian Church (U.S.A.).

The XXX (U.S.A.) is a member church of the Presbytery of Shenango in the Synod of the Trinity of the Presbyterian Church (U.S.A.). (G-1.0201)

Article III. Governance of the Church.

This church shall be governed in accordance with the *Constitution of the Presbyterian Church (U.S.A.)*. Consistent with that *Constitution*, these Bylaws shall provide specific guidance for this church. *Roberts Rules of Order (Newly Revised)* shall be used for parliamentary guidance. (G-1.0103, G-3.0105)

Article IV. Meetings of the Congregation.

- (a) **Annual Meetings.** Session shall call an annual meeting of the Congregation on the second Sunday in January, at which at least the following business shall be presented: (G-1.0501)
 - 1. annual reports from organizations and the Session (information only);
 - 2. financial report for the preceding year;
 - 3. budget for the current year (information only);
 - 4. the terms of call of the pastor(s);
 - 5. nominating committee report for church officers; and,
 - 6. electing ruling Elders and Deacons
 - 7. electing members to serve on the nominating committee.
- (b) **Special Meetings.** Special meetings may be called by the Session. (G-1.0501).
- (c) **Calling Meetings.** Any meeting of the Congregational may be called by Session, by the Presbytery, or upon written request of one-fourth of the active members. (G-1.0502)

Article V. Notice of Congregational Meetings.

At least one month prior to any Congregational meeting, written notice shall be given to all active members, including notice given at regular worship services. The notice shall set forth the date, time, for the meeting, and state clearly the purpose of the meeting. Business shall be restricted to that which is specified in the notice. (G-1.0502)

Article VI. Moderator.

The pastor shall moderate all Congregational meetings. If there are co-pastors, they shall alternately preside at meetings. When the church is without a pastor, the moderator appointed by

the presbytery shall preside. If it is impractical for the pastor or the moderator of the session appointed by the presbytery to preside, he or she shall invite, with the concurrence of the Session, another minister of the Presbytery to preside. When this is not expedient, and when both the pastor or the moderator concur, a member of the Session may be invited to preside. (G-1.0504).

Article VII. Secretary.

The Clerk of Session shall serve as secretary. If the Clerk of Session is not present or is unable to serve, the Congregation shall elect a secretary for the meeting. (G-1.0505).

Article VIII. Minutes of the Meeting.

The actions of Congregational meetings shall be recorded by the secretary, attested to by the moderator and the secretary, and recorded in the Session's minute book. (G-1.0505).

Article IX. Quorum for a Meeting.

The quorum of a meeting of the Congregation shall be the Moderator and 20% of the / 15 active members of the Congregation. The secretary shall determine that a quorum is present throughout the meeting. All active members of the Congregation present at a meeting are entitled to vote. (G-1.0501) Voting by proxy is not allowed.

Article X. Nominating Committee (G-2.0401).

The Congregation shall form a nominating committee in the following manner:

- (a) There shall be no less than three active members on the nominating committee;
- (b) One of the members shall be ruling elder who is currently serving on the session;
- (c) A majority of active members shall consist of persons not currently serving on session;
- (d) The pastor shall be a member ex officio and without vote;
- (e) Full opportunity shall always be given to the Congregation for nomination from the floor of the Congregational meeting by any active member of the Congregation; and,
- (f) A majority of all active members present and voting shall be required to elect.

Article XI. Elders

Role: Historically, Elders were persons with particular gifts, called to share in discernment of God's Spirit and governance of God's people. Accordingly, Elders, together with pastors, shall exercise leadership, government, spiritual discernment, and discipline and have responsibilities for the life of the congregation as well as the whole church, including ecumenical relationships (G-2.0301).

Election and Term: The Congregation shall elect three, six, nine, twelve Elders divided into three equal classes, one class of whom shall be elected each year at the annual meeting for a three-year term. No Elder shall serve for consecutive terms, either full or partial, aggregating more than six years. An Elder having served a total of six years shall be ineligible for reelection to the Session for a period of at least one year. (G-2.0404)

Article XII. Session

Organization: The session shall consist of the elected Elders and pastor, who shall serve as moderator and have no vote. Session shall meet at least quarterly and at its first meeting following the annual Congregational meeting, shall:

- (a) elect an Elder, who need not be a member of Session, to serve as Clerk of Session,
- (b) elect a Treasurer, who need not be a member of Session, and,

(c) form such committees as necessary to carry out its work. (G-3.0203)

Duties: Session shall have the responsibility, duty, and power to perform all acts set forth in these *Bylaws* and the *Book of Order*, including, but not limited to:

- (a) participation in the Presbytery of Shenango, the Synod of the Trinity, and the General Assembly of the Presbyterian Church (U.S.A.). (G-3.0202)
- (b) maintain minutes of all meetings of the session, congregation, and corporation; (G-3.0204)
- (c) maintain membership rolls; (G-3.0204a)
- (d) maintain registers of baptisms, of ruling elders and deacons, of installed pastors with the dates of service of each; (G-3.0204b)
- (e) prepare and maintain such other records, rolls, registers, rules, policies, and procedures as deemed appropriate; (G-3.0204b)
- (f) administer the church's finances, including providing an annual budget; and, (G-3.0204c)

Voting Members, Quorum: All Elders serving on Session shall be voting members. The pastor or other presiding officer and one third of the elders shall constitute a quorum.

Article XIII. Deacons

Role: The ministry of a deacon is one of compassion and service for the poor, the hungry, the sick, the lost, the friendless, the oppressed, those burdened by unjust policies or structures, or anyone in distress.

Election and Term: The Congregation shall elect three, six, nine, twelve deacons divided into three equal classes, one class of whom shall be elected each year at the annual meeting for a three-year term. No deacon shall serve for consecutive terms, either full or partial, aggregating more than six years. A deacon having served a total of six years shall be ineligible for reelection to the board of deacons for a period of at least one year.

Officers: The Board of Deacons, at its first meeting following the annual meeting, shall elect a moderator and a secretary from among its members and shall form such committees as necessary to carry out its work.

Pastor, Quorum: The pastor shall serve as an advisory member of the Board of Deacons without a vote. A quorum for the Board of Deacons shall be one third of its members.

Article XIV. Vacancies

Vacancies on the Session or the Board of Deacons may be filled at a special meeting of the Congregation or at the annual meeting, as the Session may determine.

Article XV. Incorporation.

The Congregation shall cause a nonprofit corporation to be formed and maintained in accordance with the laws of the Commonwealth of Pennsylvania. Both ecclesiastical and corporate business may be conducted at the same meeting of the Congregation. (G-1.0503).

[**Note:** See Appendix B for Amendments to Articles of Incorporation and Appendix C for Corporate Bylaws]

Article XVI. Amendments

Subject to the Articles of Incorporation, the laws of the Commonwealth of Pennsylvania, and the *Constitution of the Presbyterian Church (U.S.A.)*, these Bylaws may be amended by a two-thirds vote of the active members present and voting. Consistent with Article V, Notice of Meetings, the call of the meeting, provided that the proposed changes in printed form shall have been distributed at the same time as the call of the meeting at which the changes are voted upon.

Article XVII. Repealer

To the extent that any provisions contained herein are inconsistent with any provisions contained in any prior Bylaws, the prior provisions are deemed revoked and repealed.

APPENDIX B
Amended and Restated Articles of Incorporation
of
The XXX (U.S.A.)

[**Note:** If these are the corporation's first Articles of Incorporation, delete bracketed phrase [Amended and Restated]. If this is not the corporation's first Articles of Incorporation, delete the [brackets] surrounding the phrase "Amended and Restated." In addition to the foregoing, if the Articles of Incorporation are to be used as a sole document, delete the phrase "Appendix A."]

Article I – ***Name of Corporation.*** The name of the corporation is The XXX (U.S.A.).

Article II – ***Type of Corporation.*** The Corporation is a nonprofit corporation.

Article III – ***Duration of Corporation.*** The period of duration of the Corporation is perpetual.

Article IV – ***Purposes of Corporation.*** The purposes for which the Corporation is formed are as more fully set forth in the *Constitution of the Presbyterian Church (U.S.A.)*, including *The Great Ends of the Church (F-1.0304)*:

- a. the proclamation of the gospel for the salvation of humankind;
- b. the shelter, nurture, and spiritual fellowship of the children of God;
- c. the maintenance of divine worship;
- d. the preservation of the truth;
- e. the promotion of social righteousness; and,
- f. the exhibition of the kingdom of heaven to the world.

In furtherance of the *Constitution of the Presbyterian Church (U.S.A.)* and the purposes stated above, the Corporation shall exercise powers as set out herein

Article V – ***Support and Conformity to the Constitution of the Presbyterian Church (U.S.A.)***. The Corporation shall support, always and in all respects, the *Constitution of the Presbyterian Church (U.S.A.)*. The Corporation and all its property, both real and personal, shall be subject to the *Constitution of the Presbyterian Church (U.S.A.)*, as it is now or shall be, from time to time, amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). The business of the Corporation shall be conducted in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*, as it is now or shall be, from time to time, amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.).

Article VI – ***All Property Held in Trust for the Presbyterian Church (U.S.A.)***. All property, both real or personal, held by or for the Congregation, whether legal title is lodged in the Corporation, the Board of Trustees or a Trustee, or an unincorporated association, and whether the property is used in programs of the Congregation or of a higher council or retained to produce income, is held in trust nevertheless for the use and benefit of the Presbyterian Church (U.S.A.). (G-4.0203).

Article VII – ***Powers and Duties.*** The Corporation shall have the powers and duties granted by the *Constitution of the Presbyterian Church (U.S.A.)*. (G-4.0101):

- a. To receive, hold, encumber, manage, and transfer property, real or personal, for the Congregation provided that in buying, selling, and mortgaging real property, the Trustees shall act only after the approval of the Congregation, granted in a duly constituted meeting and subject to the Congregation obtaining written permission of the presbytery transmitted through the session of the Congregation;
- b. To accept and execute deeds of title to such property;
- c. To hold and defend title to such property; and
- d. To manage any permanent special funds for the furtherance of the purposes of the Congregation.

All the above are subject to *G-4.0101* and *G-4.0206 (a.)*.

In addition, to the extent not included in the above and not inconsistent with the *Constitution of the Presbyterian Church (U.S.A.)*, the Corporation shall have all the general powers of a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania.

The powers and duties of the Trustees shall not infringe upon the powers and duties of the Session and the Board of Deacons of the Congregation and such powers and duties shall be exercised in conformity with the *Constitution of the Presbyterian Church (U.S.A.) (G-4.0101) (G-3.0201)*. In addition, the Corporation shall not engage in *ultra vires* acts.

Article VIII – **Members.** Only adult members on the active roll of the XXX (U.S.A.) shall be members of the Corporation and eligible for election as directors. (*G-4.0102*).

Article IX – **Trustees.** The directors of the Corporation are designated as Trustees. The Trustees shall be those persons who are elected, installed, and serving as ruling elders of the Session of The XXX (U.S.A.). Under civil law, they must also be at least 18 years of age. (*G-4.0102*).

[**Note:** The preferred and most efficient model is this one—the Session of the congregation and the Board of Trustees are identical. However, some congregations may simply choose to have a separate Board of Trustees. If the congregation designates a Board of Trustees other than the elders of session, then the Board of Trustees must be elected by the congregation and different language must be used for this Article IX. See (*G-4.0102*) for requirements when Board of Trustees other than the Session is designated.]

Article X – **Officers.** The Bylaws identify and provide for the method of election or appointment of the officers of the Corporation.

Article XI – **Bylaws.** The Bylaws of the Corporation shall be in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*. The Bylaws will be adopted by the members of the Corporation and may be amended or repealed by the members of the Corporation and may be amended or repealed by the members of the Corporation but must always and in all respects remain in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.

Article XII – **Board of Trustees.** The number of Trustees constituting the Board of Trustees shall be _____ [not less than three].

Article XIV – **Registered Office and Agent.** The address of the Corporation’s initial Registered Office and the name of its initial Registered Agent at this address is:

Clerk of Session, Agent

_____ (Street Address of Particular Church)

_____ (City, State, Zip Code)

Article XV – **Amendments.** The articles of incorporation of the Corporation may be amended or added to, or new articles of incorporation may be adopted, by the affirmative vote of two-thirds of the active adult members of the Corporation; provided that the articles of incorporation must always and in all respects remain in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*. (G-4.0101, G-4.0203).

Article XVI – **Restrictions on Corporations, Exempt from Federal Taxation.** No part of the assets of the Corporation shall inure to the benefit of, or be distributable to its members, 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 of the Corporation. 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 these articles, 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 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 corresponding section of any future federal tax code.

Article XVII – **Dissolution.** If the Congregation is formally dissolved by the Presbytery of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, such property, both real and personal, as the Corporation may have shall be vested in and be the property of the Presbytery of Shenango of the Presbyterian Church (U.S.A.), pursuant to the *Constitution of the Presbyterian Church (U.S.A.)*, said Presbytery being an organization qualified under section 501(c)(3) of the Internal Revenue Code of the United States. In the alternative, said property of the Corporation shall be held, used, and applied for such uses, purposes and trust as the Presbytery may direct, limit, and appoint, or such property may be sold or disposed of as the Presbytery may direct in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*. (G-4.0204, G-4.0205, G-3.0301).

Article XVII – **Repealer.** To the extent that any provisions contained herein are inconsistent with any provisions contained in the original articles of incorporation or any amendments thereto, said prior provisions are deemed revoked and repealed

Appendix C
Corporate Bylaws
of
The XXX (U.S.A.)

Article I

Objectives, Purposes, Formation, Limitations, Powers and Duties, Property

Section 1. – **Purpose.** The purposes for which the Corporation is formed are as more fully set forth in the *Constitution of the Presbyterian Church (U.S.A.)* (G-4.0101), including the Great Ends of the Church (F-10.304), and in the Articles of Incorporation (Article IV).

Section 2. – **Formation.** The Corporation is formed by the XXX (U.S.A.) pursuant to the *Constitution of the Presbyterian Church (U.S.A.)* (G-4.0101). The XXX (U.S.A.) is a member Congregation of the Presbytery of Shenango in the Synod of the Trinity.

Section 3. – **Authority.** In carrying out such purposes, the Trustees and the Corporation shall be under the authority of the Session and the Congregation and shall, always and in all respects, conform to and support the *Constitution of the Presbyterian Church (U.S.A.)* as it is now or shall be, from time to time amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). (G-4.0101; Articles of Incorporation V, VI, VII).

Section 4. – **Limitation of Powers and Duties.** The powers and duties of the Corporation and its Trustees shall not infringe upon the powers and duties of the Session or of the Board of Deacons of the Congregation. (G-4.0101., G-3.0201; Article of Incorporation VII).

Section 5. – **Powers and Duties.** Subject to G-4.0101 and G-4.0206(a.) of *The Book of Order*, the Corporation shall have the powers and duties granted by the *Constitution of the Presbyterian Church (U.S.A.)*:

- a. To receive, hold, encumber, manage, and transfer property, real or personal, for the Congregation provided that in buying, selling, and mortgaging real property, the Trustees shall act only after the approval of the Congregation, granted in a duly constituted meeting and subject to the Congregation obtaining written permission of the presbytery transmitted through the Session of the Congregation;
- b. To accept and execute deeds of title to such property;
- c. To hold and defend title to such property;
- d. To manage any permanent special funds for the furtherance of the purposes of the Congregation.

In addition, to the extent not included in the above and not inconsistent with the *Constitution of the Presbyterian Church (U.S.A.)*, the Corporation shall have all the general powers of a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania.

Section 6. – **All Property Held in Trust.** All property held by or for the Congregation, the Presbytery, the Synod, the General Assembly, or the Presbyterian Church (U.S.A.), whether legal title is lodged in the Corporation, a Trustee or Trustees, or an unincorporated association,

and whether the property is used in programs of a Congregation or of a higher council or retained for the production of income, is held in trust nevertheless for the use and benefit of the Presbyterian Church (U.S.A.). (*G-4.0203*; Article of Incorporation VI).

Section 7. – ***Particular Property Requirements.*** When buying, selling, and mortgaging real property, the Board of Trustees shall act only after the approval of the Congregation granted in a duly constituted meeting. (*G-4.0101*). The Board of Trustees shall not sell, mortgage, or otherwise encumber any of its real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the Presbytery of Shenango transmitted through the Session of the Congregation. (*G-4.0206*). The Corporation shall not lease its real property used for purposes of worship, or lease for more than five years any of its other real property, without the written permission of the Presbytery of the Shenango transmitted through the Session of the Congregation. (*G-8.0502*).

Section 8. – ***Property Conveyances.*** As set forth in Section 6 above, all the Congregation and this corporation property, both real and personal, is held in trust for the use and benefit of the Presbyterian Church (U.S.A.). To that end all deeds or instruments of conveyance shall include the following language in the deed:

The premises herein conveyed shall be used, kept, and maintained by the grantee for Divine Worship and other purposes of its ministry as a Congregation belonging to the Presbytery of Shenango, subject to the provisions of the *Constitution of the Presbyterian Church (U.S.A.)*.

Article II

Members

Section 1. – ***Eligibility for Membership.*** Only adult active members on the roll of the Congregation shall be members of the Corporation and eligible for election as Trustees. (*G-4.0102*; Article of Incorporation VIII).

Section 2. – ***Active Members.*** The roll of active members established and maintained by the Session as prescribed by the (*G-3.0204*) shall determine those individuals who are active members from time to time.

Article III

Trustees

Qualification; Election; Removal. – The directors of the Corporation are designated Trustees. The initial Board of Trustees shall be those persons named in the Articles of Incorporation. Thereafter, the membership of the Board of Trustees shall be identical to the membership of the ruling elders on the Session of the Congregation in active service. Election by the Congregation and installation as Ruling Elder of the Congregation shall constitute a person a Trustee of the Corporation. They must also be eligible to vote under civil law. (*G-4.0102*)

Termination for any cause of the active service of a person on Session shall automatically terminate such person as a Trustee of the Corporation. (G-2.0405; Amended and Restated Article of Incorporation IX).

[**Note:** The preferred and most efficient model is this one—where the Session of the congregation and Board of Trustees are identical. However, some larger congregations may choose to have a separate Board of Trustees. If the congregation designates a Board of Trustee other than the ruling elders of Session, then different language should be used for this Article III.]

Article IV

Meetings of the Board of Trustees

Section 1. – ***Annual Meeting.*** The annual meeting of the Board of Trustees shall be held in conjunction with or immediately following the first meeting of the Session of the Congregation held after the annual meeting of the Congregation.

Section 2. – ***Procedures.*** The meeting requirements and provisions of the *Constitution of the Presbyterian Church (U.S.A.)* shall govern. In addition to those requirements and provisions, these Bylaws provide specific guidance for the Corporation.

Section 3. – ***Notices.*** Notice of the time and place and, in case of special meeting, the purpose of every meeting of the Board of Trustees shall be in writing and shall be duly sent, mailed, or otherwise delivered to each Trustee not less than ten (10) days before the meeting; provided, that no notice of any regularly scheduled or adjourned meeting need be given.

Meetings may be held at any time without notice if all the Trustees are present or if those not present waive in writing notice of the time, place, and purpose of the meeting, either before or after the holding thereof.

Section 4. – ***Quorum.*** A majority of the Trustees shall constitute a quorum for the transaction of business, and the action of the Board of Trustees present at any meeting at which a quorum is present shall be the action of the Board of Trustees; provided that if the Trustees shall unanimously consent in writing to any action to be taken by the Corporation, such action shall be valid as corporate action as though it had been authorized at a meeting of the Trustees. If at any meeting of the Board of Trustees there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum shall have been obtained.

Section 5. – ***Special Meetings.*** Special meetings of the Board of Trustees may be held simultaneously with meetings of the Congregation or immediately thereafter. Special meetings may be held at any time upon the call of Session, the President or Vice-President, or of not less than one-third of the Trustees then in office.

Section 6. – ***Power and Authority.*** The board of trustees shall have power and authority to carry out the affairs of the Corporation and in so doing may elect or appoint all necessary officers or committees; may employ all such employees as shall be requisite for the conduct of the affairs of the Corporation; may fix the compensation of such persons; may prescribe the

duties of such persons; may dismiss any appointive officer or agent of the Corporation without previous notice. The Board of Trustees may, in the absence of an officer, delegate that officer's powers and duties to any other officer or a Trustee for the time being.

Section 7. – ***Executive Committee.*** The officers of the Board of Trustees shall constitute the Executive Committee. The Executive Committee shall have and exercise the authority of the Board of Trustees in the management of the business of the Corporation between the meetings of the Board. The Board of Trustees may appoint such other committees, including therein persons who are not members of the Board of Trustees, as in the judgment of the Trustees will be helpful in carrying on the work of the Corporation.

Article V

Meeting of Members

Section 1. – ***Annual Meeting.*** There shall be an annual meeting of the members of the Corporation.

Section 2. – ***Place and Time.*** Such meeting shall be held at the same place and time as the annual meeting of the Congregation or immediately thereafter. Whenever permitted by civil law, both ecclesiastical and corporate business may be conducted at the same meeting. (*G-1.0503*). Any stated or called meeting of the Congregation shall be a meeting of the Corporation, and any business may be conducted that is appropriate to the Corporation.

[**Note:** This section sets out the preferred form: The corporate meeting is contemporaneous with the Congregational meeting. Some states may prohibit this dual capacity. Your local attorney should check state law. If your state prohibits this dual capacity, different language should be used in this section.]

Section 3. – ***Notices.*** Notice of all meetings of members of the Corporation shall conform in all respects to the notice requirement of meetings of the Congregation. (*G-1.05* and *G-1.0502*).

Section 4. – ***Procedural Requirements.*** The meetings of the members shall be conducted to conform to the procedural requirements of meetings of the Congregation and the provisions of the *Constitution of the Presbyterian Church (U.S.A.)* (*G-1.0503*). In addition to those requirements and provisions, these Bylaws provide specific guidance for the Corporation.

Article VI

Officers

Section 1. – ***Officers.*** The Board of Trustees, as soon as may be practicable after the election of Trustees in each year, shall elect from their number a President of the Corporation, and may from time to time select one or more Vice-Presidents, Assistant Secretaries, and Assistant Treasurers. The Clerk of Session shall serve as Secretary of the Corporation. The Treasurer elected by the session shall serve as Treasurer of the Corporation (*G-3.0205*). The same person may hold any two offices except those of President and Secretary. The board may also appoint such other officers and agents as may be deemed necessary for the transaction of the affairs of the Corporation. (Article of Incorporation X).

[**Note:** This is a recommended configuration and process to elect the corporate officers. Your congregation may choose a different configuration and process. See *G-3.0205* regarding the requirements for the treasurer of the congregation and *G-3.0104* regarding the duties of the clerk of session.]

Section 2. – **Term.** The term of office for all officers shall be one (1) year or until their respective successors are chosen. Any officer elected by the Board of Trustees may be removed from the office at any meeting of the Board of Trustees by the affirmative vote of a majority of the Trustees then in office, whenever in their judgment the interest of the Corporation will be served thereby. The Board of Trustees shall have full power to fill any vacancies in any offices it is authorized to elect occurring for any reason whatsoever.

Section 3. – **Powers and Duties.** The officers of the Corporation shall respectively have such powers and perform such duties in the management of property and affairs of the Corporation, subject to the control of the Trustees, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the Board of Trustees. No action taken by the officers shall infringe upon the authority of the Session or the Board of Deacons and all actions shall be in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*. Subject to this Section, these Bylaws, and the articles of incorporation of the Corporation, the officers shall have the following powers and duties in regards to the Corporation:

(a) The **President** shall:

- (1) preside at meetings of the Corporation and the Board of Trustees;
- (2) make such appointments as directed, authorized, or required, including appointing Trustees to serve on committees who shall be responsible for reporting to the Board of Trustees of the activities of their respective committees;
- (3) execute all documents of whatsoever kind and nature necessary to carry out the purpose and functions of the Corporation;
- (4) be responsible for carrying out the directives and requirements of applicable law, these Bylaws, and the articles of incorporation;
- (5) in general, perform all duties incident to the office of president; and,
- (6) perform such other duties as may from time to time be assigned by the Board of Trustees.

(b) The **Vice President** shall:

- (1) assist the President in the exercise of his or her duties;
- (2) in the absence or inability of the President, execute the duties of the President;
- (3) in general, perform all duties incident to the office of Vice President; and,
- (4) perform such other duties as may from time to time be assigned by the Board of Trustees.

(c) The **Secretary (Clerk of Session)** shall:

- (1) perform for the Corporation those duties set out in the *Constitution of the Presbyterian Church (U.S.A.)* (*G-3.0104*);
- (2) record all votes by the Board of Trustees;
- (3) be the custodian of the corporate seal, if any, and affix it to all documents to be executed on behalf of the Corporation under its seal; and,
- (4) in general, perform all duties incident to the office of secretary; and

(5) perform such other duties as may from time to time be assigned by the Board of Trustees.

(d) The **Treasurer (elected by the Session)** shall:

- (1) perform for the Corporation those duties set out in the *Constitution of the Presbyterian Church (U.S.A.) (G-3.0205)*;
- (2) be responsible for the safekeeping of all funds and assets, except for those funds expressly assigned to the trusteeship of another;
- (3) be responsible for the filing of all tax and other financial reports as required by applicable law;
- (4) deposit all monies, drafts, and checks in the name of or to the credit of the Congregation or Corporation at such banks or depositories as the Board of Trustees shall designate;
- (5) in general, perform all duties incident to the office of treasurer; and,
- (6) perform such other duties as may from time to time be assigned by the Board of Trustees.

(e) **Assistant Secretaries** shall perform those duties of the Secretary as directed by the Board of Trustees.

(f) **Assistant Treasurers** shall perform those duties of the Treasurer as directed by the Board of Trustees.

[**Note:** This is a recommended configuration and listing of corporate officers' powers and duties. Your congregation may choose a different configuration and different powers and duties. Or, you may choose to list none of these powers and duties and accomplish them by corporate resolution. Remember the requirements for the Treasurer of the Congregation (*G-3.0205*) and the Clerk of Session (*G-3.0104*).]

Section 4. – **Checks, Notes, Drafts, Etc.** The Board of Trustees may, from time to time, prescribe the manner of making signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent, or agents, who shall from time to time be authorized to make, sign, or endorse the same on behalf of the Corporation.

Article VII

Fiscal Year, Seal, Office

Section 1. – **Fiscal Year.** The fiscal year of the Corporation shall be _____

[**Note:** Choose a twelve-month period. Many congregation corporations choose the calendar year: January 1–December 31. Some choose July 1–June 30. You should choose the twelve-month period that best serves your accounting needs.]

Section 2. – **Seal.** The Board of Trustees shall provide a suitable corporate seal for use by the Corporation if deemed appropriate.

Section 3. – **Office.** The principal office and mailing address of the Corporation is:

_____ (street address)

_____ (City, State, Zip Code)

Article VIII

Amendments

The Bylaws of the Corporation may be amended or added to, or new Bylaws may be adopted, by the affirmative vote of two-thirds of the members of the Corporation; provided, that the Bylaws must always and in all respects remain in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*. (G-4.0101, G-4.0102, G-4.0203; Articles of Incorporation IV, V, VI, XI).

Article IX

Indemnification of Trustees and Officers

Each Trustee and officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred in connection with any action, suit, or proceeding to which the Trustee or officer may be made a party by reason of being or having been a Trustee or officer of the Corporation (whether or not he or she continues to be a Trustee or officer at the time of incurring such expenses), except in relation to matters as to which he or she shall finally be adjudged in such action, suit, or proceeding to be personally liable. The foregoing right of indemnification shall not be exclusive of other rights to which any Trustee or officer may be entitled as a matter of law.

Article X

Restrictions on Corporations, Exempt from Federal Taxation

No part of the assets of the Corporation shall inure to the benefit of, or be distributable to its members, 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 of the Corporation. 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 these articles, 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 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 corresponding section of any future federal tax code.

Article XI

Dissolution

If the Congregation is formally dissolved by the Presbytery of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, such property, both real and personal, as the Corporation may have shall be vested in and be the property of the Presbytery of Shenango of the Presbyterian Church (U.S.A.), pursuant to the *Constitution of the Presbyterian Church (U.S.A.)*, said Presbytery being an organization qualified under section 501(c)(3) of the Internal Revenue Code of the United States. In the alternative, said property of the Corporation shall be held, used, and applied for such uses, purposes, and trust as the Presbytery may direct, limit, and appoint, or such property may be sold or disposed of as the Presbytery may direct in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*. (G-4.0205, G-3.0301; Articles of Incorporation XVII)

Article XII

Repealer.

To the extent that any provisions contained herein are inconsistent with any provisions contained in the original corporate bylaws or any amendments thereto, said prior provisions are deemed revoked and repealed