



# THE CHURCH ATTORNEY®

## Church Bylaws

Bylaws serve as the internal governance of a corporation/religious corporation (i.e. a church). The Bylaws may cover an array of topics concerning the church and its operations. This generally includes important legal matters such as church Membership, the required composition for the Board of Trustees/Board of Directors, what constitutes a quorum, and other internal operating matters. Most states, pursuant to statutory law, require corporations to adopt Bylaws after legally incorporating.

The Law Offices of Erika E. Cole, LLC has provided a list of topics to consider when preparing to draft and adopt church Bylaws. The church may include additional topics that are relevant to its operation.

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### GENERAL

- **Name of Organization** (*full legal name*)
- **Principal Office**
- **Purpose** (*purpose of church's existence or purpose of bylaws*)
- **Church's Mission, Vision, Values, etc.**
- **Statement of Faith**
  - May include spiritual beliefs with scriptural references (i.e. salvation, biblical marriage, etc.)
- **Church Affiliation**
  - Include name of religious affiliation/denomination and any other pertinent information concerning such affiliation

### MEMBERSHIP

- **Members:** Yes/No
- **Qualifications**
  - i.e. profess/confess faith, complete membership class, baptism, age
- **Classes of Membership**
  - i.e. full members, baptized members
- **Responsibilities**
  - i.e. regular attendance, tithing, etc.
- **Rights** (i.e. vote)
- **Removal/Termination**
  - Necessary procedures/notice requirements
- **Membership Status** (i.e. good standing)
- **Transfer of Membership**
- **Meetings**
  - If yes, are there any requirements? (i.e. must attend at least one membership meeting each year)

### CHURCH BOARD

- **Board's Role/Purpose**
- **Qualifications**
  - Examples: member of organization, appointed by pastor, elected by current trustees, complete membership class, age etc.*
- **Number** (minimum & maximum)
- **Term** (i.e. 3 years)
  - Staggered/consecutive
  - Limit on # of terms (i.e. 4 terms max)
- **Duties/Responsibilities**
- **Meetings**
  - Meeting Place (i.e. church premises, teleconference, virtual, etc.)
  - Regular/Special Meetings & Notice Requirement
    - *Example: President may call special meeting with 48 hours written notice by mail/email.*
- **Pastor's Role** (Trustee, ex-officio, voting member, chair, veto powers)

- **Quorum** (*minimum number present to hold meeting/vote*)
- **Election**
  - Annually?
  - Majority or two-thirds affirmative vote?
  - Ratified by pastor?
- **Removal**
  - With or without cause
  - Affirmative vote (i.e. two-thirds vote)
- **Resignation**
  - Notice requirements (i.e. written notice)
- **Vacancies**
  - Filling vacancies

- **Chair of Meetings** (i.e. President)
- **Powers**
  - *Example: All corporate powers shall be vested in the Board of Directors.*
- **Relationship of Board** (*i.e. no more than 2 individuals connected by blood/marriage*)
- **Compensation**
  - Discuss whether or not members of board will receive compensation

## OFFICERS

- **Positions & Roles**
  - President, Vice President, Secretary, Treasurer, and any other officers
- **Qualifications**
  - Can a director serve as an officer?
- **Number** (minimum & maximum)
- **Election**
  - Annually?
  - By Board of Directors?
- **Removal**
  - With or without cause
  - Affirmative vote (i.e. majority or two-thirds vote)

- **Responsibilities** (for each position)
- **Pastor's Role** (if any, as officer)
- **Compensation**
- **Term** (i.e. 3 years)
  - Staggered/consecutive
  - Limit on number of terms (i.e. 4 terms max)
- **Resignation**
  - Notice requirements (written/oral)

## PASTOR

- **Qualifications**
- **Responsibilities**
- **Selection Process**
- **Employment Contract**
- **Role on Board of Directors/ Officer**
  - May be mentioned under “Board of Directors” and/or “Officer”
- **Removal**
- **Resignation**
- **Compensation** (*can be outlined in employment contract*)
  - Who decides/ conducts annual reviews?

## MISCELLANEOUS

- **Elders/Deacons/Ministers**
- **Church Property**
- **Same-Sex/Transgender Marriage Statement**
- **Indemnification**
  - Indemnification of directors/officers of corporation
- **Bylaws Amendment**
  - Statement on power to amend, alter, repeal bylaws according specified procedures
- **Dissolution**

*This document contains general explanations of legal concepts only and does not purport to offer legal advice specific to your State. The Law Offices of Erika E. Cole, LLC attorneys are licensed to practice law in MD and DC. Consult an attorney licensed to practice law in the appropriate State if you need advice particular to the laws of that State.*