

PROTOTYPE

Bylaws for a PNA Church of God Congregation

One-Board Governance / Pastoral Leadership

March 2009 edition

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BYLAWS OF
[Corporate Name of the Congregation],
a [Name of State] Religious Organization

ARTICLE 1 – NAME

- 1.1 The name of this corporation is [Corporate Name of the Congregation], hereafter referred to as the Church or congregation, and is a voluntary organization associated with and supportive of Church of God Ministries, Anderson, Indiana, and the Pacific Northwest Association of the Church of God.

ARTICLE 2 – PURPOSE

- 2.1 The purpose of this congregation shall be in keeping with the Great Commission recorded in Mathew 28:18-20. As a result, this Church shall be committed to making new disciples and welcoming them into a congregation that is healthy, growing, and multiplying through the planting of other congregations with the same mission. While congregational care of regular participants shall not be neglected, outreach to others who are outside or new to the Church shall be given higher priority in the budgeting, staffing and scheduling of Church activities. Scripture is the authority in matters of faith and practice, and the congregation is committed to the teachings, mission, and theological perspectives of the Church of God, Anderson, Indiana.

ARTICLE 3 – ORGANIZATIONAL STRUCTURE

- 3.1 It is the purpose of these bylaws to provide a stable and effective organizational structure to aid this Church in accomplishing its mission. The specific roles within the structure can be summarized as follows:
- a) The role of the Congregation is to serve as the primary ministers of the Church
 - b) The role of the Board is to establish Guiding Principles for the Pastor's leadership
 - c) The role of the Pastor is to lead the Church to accomplish its mission
 - d) The role of the paid and volunteer staff is to manage the ministries of the Church, directed by the Pastor.

ARTICLE 4 – THE CONGREGATION

- 4.1 The primary role of the members of the congregation shall be to serve as the ministers of the Church: reaching out to unchurched people first and also caring for the needs of one another within the Church.

ARTICLE 5 – VOTING MEMBERSHIP

- 5.1 All persons shall be regarded as voting members of the congregation upon their own declaration of eligibility as described in the following:
- 5.1.1. Profession of faith in the Lord Jesus Christ and living in harmony with the teachings of Scripture and the Church of God (Anderson, Indiana).
 - 5.1.2. Regular participation in worship, discipleship and fellowship with this congregation during the preceding six months.
 - 5.1.3. Eighteen years of age or older.
 - 5.1.4. Supports the local congregation through Christian service and financial stewardship.
 - 5.1.5. Registered with the Secretary prior to any business meeting.
- 5.2. The right of any person to voting membership may be challenged by any other member. In such a case, ineligibility shall be determined by a majority vote of the voting members present at a business meeting.

- 5.3 The rules and regulations governing voting membership herein stated shall apply to business meetings only, and shall not affect in any way the spiritual standing, rights, and privileges of any member.

ARTICLE 6 – CHURCH BOARD

6.1 Purpose

The primary role of the Board, as Directors of the corporation, shall be to provide accountability and support for the Pastor by writing concise Guiding Principles in three categories:

6.1.1. Mission Principles shall define for the Pastor what ends the Church exists to achieve.

6.1.2. Boundary Principles shall define for the Pastor what means may not be used in pursuit of achieving those ends. The Board shall leave the leadership of the Church to the Pastor and shall leave the management of the Church to the paid and volunteer staff under the direction of the Pastor.

6.1.3. Accountability Principles shall define for the Chairperson how the Board is to establish the Guiding Principles and to monitor the Pastor's compliance with them.

6.2. Membership

6.2.1. The Board shall be comprised of at least five (5) persons recommended by the Nominating Committee and ratified by the voting members during the annual business meeting.

6.2.1. The Board shall consist of the Chairperson and four members-at-large. Immediate family members of the Pastor, of the staff, or of other Board members shall not serve on the Board.

6.2.2. The Board members shall be ratified on a balanced rotation basis for a term of three years. Members shall be eligible for no more than three (3) consecutive full or partial terms.

6.3. Qualifications

6.3.1. Persons qualified to serve on the Board must support the local Church and leadership and commit to attending the regular and special meetings of the Board.

6.3.2. Members shall be selected on the basis of spiritual gifts, skills, and experiences. The Board shall reflect the gender and ethnic diversity of the congregation.

6.3.3. Each Board member shall be a participating member of [Name of the Church] and in good standing in the congregation. Each member must support the vision, mission, and values of [Name of the Church].

6.4. Duties and Responsibilities

6.4.1. The Board will provide broad parameters, resources, and sound financial management for the accomplishments of the mission of [Name of the Church], and:

6.4.1.1. Transact any business as may be referred to the Board at a regular or special called meeting.

6.4.1.2. Hire, receive the resignation of, or recommend the termination of the Senior Pastor and appoint an Interim when the position becomes vacant.

6.4.1.3. Adopt, amend and repeal [Name of the Church] policies and procedures contained with the Policy Manual.

6.4.1.4. Assist, encourage and support the accomplishment of the mission of [Name of the Church].

6.4.1.5. Certify the annual budget proposed by the Pastor and present it to the voting members to be ratified.

6.4.1.6. Receive and review reports from teams and committees appointed by the Board.

- 6.4.1.7. Authorize any and all fund campaigns.
- 6.4.1.8. Fill any vacancies on the Board, when they occur.
- 6.4.1.9. Maintain oversight of property of every kind owned by [Name of the Church] and transact any business as may be referred to the Board at an annual or special meeting and any other business as may properly come before the Board.

6.5. Meetings

- 6.5.1. The Board shall meet at least once each calendar quarter.
- 6.5.2. Written notice of a Board meeting shall be issued seven (7) days in advance of the scheduled meeting.
- 6.5.3. A quorum for meetings of the Board shall be a simple majority of the members of the Board.
- 6.5.4. Special meetings may be called by the Chairperson of the Board or the Senior Pastor or upon petition to the Chairperson by three of the Board members. Notice of special meetings called will be given seven (7) days in advance of the meeting with the business of the meeting stated in the notification.
- 6.5.5. Telephonic and electronic devices shall be permitted for meetings with at least five (5) days notice of the time of the meeting, with the business of the meeting stated in the notice.

6.6. Removal, Resignation and Vacancy

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

ARTICLE 7 – OFFICERS

7.1. To fulfill state law the officers of [Name of Church] shall be the Chairperson (referred to by the state as the “President”), Secretary, and Treasurer.

- 7.1.1. The Chairperson of the Board shall be selected by the Nominating Committee and ratified by the voting membership at the annual meeting.
- 7.1.2. The Secretary shall be appointed by the Board from among its members.
- 7.1.3. The Treasurer shall be appointed by the Board from among its members.

7.2. Terms of Office

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

7.3. Duties of Officers

- 7.3.1. Chairperson of the Board

- 7.3.1.1. Shall serve as the Chairperson for the Board and the annual business meeting of [Name of the Church].
- 7.3.1.2. Shall lead the Board and enforce the Accountability Principles.
- 7.3.1.3. Shall be accountable to the Board for the proper conduct of business according to the policies established by the Board.
- 7.3.1.4. Shall represent [Name of the Church] when requested or necessary.
- 7.3.1.5. Shall sign legal documents as instructed by the Board.
- 7.3.1.6. Shall serve as an ex-officio member of any team or committee reporting to the Board.

7.3.2. Secretary

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

7.3.3. Treasurer

The duties of the Treasurer are specified in the Policy Manual of the Board.

ARTICLE 8 – SENIOR PASTOR

- 8.1. The role of the Senior Pastor is to lead the Church to accomplish its mission. The Pastor shall lead the congregation by teaching biblical truth, casting vision, and advancing the mission. The Pastor shall lead the paid and volunteer staff by directing them in their management of all Church operations.
- 8.2. The Senior Pastor shall be an ordained or licensed minister with credentials recognized by Church of God Ministries, Anderson, Indiana.
- 8.3. The Board shall select the Senior Pastor of [Name of the Church], and he/she shall be ratified by a three-fourths $\frac{3}{4}$ vote of the voting membership at a special called meeting for that purpose. The Senior Pastor shall hold that office at the pleasure of [Name of the Church] membership or until he/she resigns the office.
- 8.4. The Senior Pastor shall be accountable to the Board for the proper and legal conduct of the business of [Name of the Church] according to the policies established by the Board.

8.5. Selection or Removal

- 8.5.1. The selection of the Senior Pastor shall require an affirmative vote of three-fourths (3/4) of the voting membership at a regular or special meeting called for that purpose.
- 8.5.2. The removal of the Senior Pastor shall require the affirmative vote of a simple majority of the voting membership at a regular or special meeting called for that purpose.

ARTICLE 9 – MEETINGS

- 9.1. [Name of the Church] will meet in its annual business meeting during the month of [Specify] with a specific date and time to be determined by the Board. Notification of the annual meeting shall be provided to each member at least thirty (30) days prior to the meeting date.
- 9.2. Special meetings shall be scheduled by the request of the Board, the Senior Pastor, or upon a written request signed by one-third (1/3) of the voting membership. A ten (10) day written notice stating the business to be considered shall be given to each member.

- 9.3. All meetings of the voting membership shall be conducted according to parliamentary procedures as directed by the most recent revision of *Robert's Rules of Order*.

ARTICLE 10 – NOMINATING COMMITTEE

- 10.1. The Board shall annually appoint a Nominating Committee which shall be comprised of the Chairman of the Board, one other member of the Board, and three (3) members at large in the congregation. The Pastor shall be an ex officio, non-voting member of the Nominating Committee.
- 10.2. The Committee shall nominate a Chairperson of the Board and members at large who shall serve as members of the Board. The Committee shall take into consideration candidates who adequately represent the church membership and make recommendation with respect to any vacancies on the Board.
- 10.3. The Committee, prior to the annual meeting of [Name of the Church], shall:
- a) Fully explain to potential candidates their duties and responsibilities as members of the Board.
 - b) Obtain from each candidate a written consent to place the name for ratification.
 - c) Prepare a list of candidates to be ratified to fill vacant positions.

ARTICLE 11 – AMENDMENTS

- 11.1. These bylaws may be amended at any annual or special meeting of [Name of the Church]. Each proposed amendment must be presented to the Board not less than thirty (30) days prior to the annual or special meeting at which proposed amendment is to be considered and acted upon.
- 11.2. A notice of a meeting at which a change of bylaws will be considered shall be presented in writing to members of congregation at least fourteen (14) days in advance of such meeting. An affirmative vote of a two-thirds (2/3) majority of voting members present and voting is required for passage of amendments to the bylaws.

ARTICLE 12 – DIVISION AND DISSOLUTION

- 12.1. In the event of a division in this congregation where there is dispute as to the ownership of property, any seven or more members may request in writing the assistance of the Credentials Committee of the Pacific Northwest Association of the Church of God. The Credentials Committee will mediate the dispute, and if no resolution is reached, they shall arbitrate a decision.
- 12.2. Upon the dissolution of [Name of the Church], any assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to the Pacific Northwest Association of the Church of God. Such distribution shall be implemented in accordance with the applicable provisions of the laws of the state of [Idaho/Oregon/Washington] and the membership of [Name of the Church].

Following approval of the Bylaws, insert the following:

These Bylaws were presented to the voting membership of [Name of the Church] and adopted on [Date].

Corporation Secretary