

# 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*.

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.

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**

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\_\_\_\_\_.

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Secretary

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