

ARTICLES OF INCORPORATION

OF

[NAME OF CORPORATION]

1. **Name.** The name of the corporation is [Name of Corporation] (the “Corporation”).

2. **Relationship With PC(USA).** The Corporation is formed by or at the direction of the [Name of Particular Church] (the “Particular Church”). The Corporation shall support at all times and in all respects the *Constitution of the Presbyterian Church (U.S.A.)*. The Corporation and all of its property, both real and personal, shall be subject to, and 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.).

3. **Purposes.** The Corporation is formed for the following purposes:

(a) **Property Ownership.** For the benefit, ministry and witness of the Particular Church:

(i) To receive, hold, encumber, manage and transfer property, real and personal, for the Particular Church;

(ii) To accept and execute deeds of title to such property;

(iii) To hold and defend title to such property; and

(iv) To manage any permanent special funds for the furtherance of the Particular Church.

(b) **Great Ends of the Church.** To promote and witness to the Great Ends of the Church: (G-1.0200)

The proclamation of the gospel for the salvation of humankind;

The shelter, nurture and spiritual fellowship of the children of God;

The maintenance of divine worship;

The preservation of the truth;

The promotion of social righteousness; and

The exhibition of the Kingdom of Heaven to the world.

4. Property Held in Trust. All property, both real and personal, held by or for the Particular Church, whether 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 Particular Church 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-8.0201)

5. Members; Voting. The members of the Corporation shall be the members on the active roll of the Particular Church from time to time, and only the members on such active roll shall be members of the Corporation and eligible for election and to serve as Trustees. Members shall be entitled to vote on all matters properly presented to a meeting of Members.

6. Trustees.

(a) The directors of the Corporation are designated Trustees. Only members on the active roll of the Particular Church shall be eligible for election and to serve as Trustees.

(b) The Trustees shall be those persons who are elected, installed and serving from time to time as active elders of the Session of the Particular Church.

(c) The powers and duties of the Trustees shall not infringe upon the powers and duties of the Session and, if there be one, the Board of Deacons of the Particular Church and such powers and duties shall be exercised in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.

7. Initial Trustees. The names and addresses of the initial Trustees are:

Name	Address

8. Officers. The officers of the Corporation shall be those persons elected or appointed in accordance with the bylaws of the Corporation.

9. Bylaws. The bylaws of the Corporation shall be 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.). The by-

laws shall be adopted by the members of the Corporation and may be amended or repealed by the members of the Corporation but must at all times and in all respects remain in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.

10. Registered Office, Agent. The address of the Corporation's initial registered office in the Commonwealth of Virginia is [*Post Office Address with Street and Number, if Any*], [*Name of Town or City*], Virginia [*Zip Code*], which is located in the [*County or City*] of [*Name of County or City*], Virginia. The name of the initial registered agent of the Corporation is [*Name of Registered Agent*], whose business office is identical with the registered office and who is [*Insert Statutory Basis for Qualifying to Serve as Registered Agent, such as "a resident of Virginia and a trustee of the Corporation"*].

11. Tax Exemption Restriction. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or any other private persons, except that the Corporation may pay reasonable compensation for services rendered to or for the Corporation and may 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 of incorporation, 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.

12. Dissolution. If the Particular Church 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, all such property, both real and personal, present and future, as the Corporation may have shall be vested in and be the property of the Presbytery of [*Name of the Presbytery of Membership*] of the Presbyterian Church (U.S.A.) (the "Presbytery") pursuant to the *Constitution of the Presbyterian Church (U.S.A.)*, the Presbytery being an organization qualified under Section 501(c)(3) of the Internal Revenue Code (G-8.0401). 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-8.0301).

13. Limitation on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of Trustees or officers of a corporation to the corporation or its members, the Trustees and officers of the Corporation shall not be liable to the Corporation or its members.

14. Indemnification. The Corporation may indemnify any individual who is, was or is threatened to be made a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the Corporation or by or on behalf of its members) because such individual is or was a Trustee, officer, employee or agent of the Corporation or of any legal entity controlled by the Corporation, or is a fiduciary of any employee benefit plan established at the direction of the Corporation, against all liabilities and reasonable

expenses incurred by such person on account of the proceeding if such person (a) acted in good faith, (b) such person believed (i) in the case of conduct in the person's official capacity, that the conduct was in the Corporation's best interests or (ii) in the case of a Trustee's conduct with respect to an employee benefit plan, that the Trustee's conduct was in the interest of the participants in and beneficiaries of the plan, or (iii) in all other cases, such conduct was not opposed to the Corporation's best interests, and (c) in the case of any criminal proceeding, such person had no reasonable cause to believe that the person's conduct was unlawful. Before any indemnification is paid a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a Trustee is permissible. Unless a determination has been made that indemnification is not permissible, the Corporation may make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. Such undertaking shall be an unlimited general obligation of the Trustee or officer and may, at the option of the Corporation, be conditioned upon the Corporation's determination that such Trustee or officer has the financial ability to make repayment or has provided adequate security for the repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a Trustee or officer acted in such a manner as to make such Trustee or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify any of the persons named above to the extent it is required to indemnify them pursuant to the provisions of this Article 14.

15. Concerning Indemnification. The rights of each person entitled to indemnification under Article 14 shall inure to the benefit of such person's heirs, executors and administrators. Indemnification pursuant to Article 14 shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent such person is indemnified by another including an insurer.

16. Amendments. The articles of incorporation of the Corporation may be amended, modified or restated as proposed by the Trustees and upon receiving the affirmative vote of two-thirds of the votes cast by the Members present and voting at a meeting of Members at which a quorum is present. Notwithstanding the foregoing, the articles of incorporation of the Corporation must at all times and in all respects remain in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.

Dated: [Date of Articles of Incorporation]

By: _____
[Name Of Incorporator]
Incorporator

CORPORATE BYLAWS
OF
[NAME OF CORPORATION]

ARTICLE 1
OBJECTIVES, PURPOSES, FORMATION, LIMITATIONS, POWERS AND DUTIES,
PROPERTY

Section 1.1 Formation. The Corporation is formed by or at the direction of [*Name of Particular Church, City and State*] (the “Particular Church”) pursuant to the *Constitution of the Presbyterian Church (U.S.A.)*. [G-7.0401] The Particular Church is a member church of the [*Name of Presbytery of Membership*] (the “Presbytery”) in the Synod of the Mid-Atlantic.

Section 1.2 Purposes. The Corporation is formed for the purposes set forth in its articles of incorporation, which include the ownership and management of the property and permanent and special funds of the Particular Church, and the promotion of the Great Ends of the Church. [G-1.0200]

Section 1.3 Powers. The Corporation has all of the general powers of a nonstock corporation organized under the laws of the Commonwealth of Virginia necessary or convenient for the business of the Corporation.

Section 1.4 Subject to Authority. In carrying out such purposes, the Trustees and the Corporation shall be subject to the authority of the session of the Particular Church (the “Session”), and shall, at all times 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-7.0402]

Section 1.5 Limitation on Powers and Duties. The powers and duties of the Trustees shall not infringe upon the powers and duties of the Session, or upon the powers and duties of the Board of Deacons of the Particular Church should one be established. [G-7.0401]

Section 1.6 All Property Held in Trust. All property of the Corporation, both real and personal, is held in trust for the use and benefit of the Presbyterian Church (U.S.A.).

Section 1.7 Particular Property Requirements. When buying, selling and mortgaging real property, the Corporation and its Trustees shall act only after the approval of the congregation of the Particular Church granted in a duly constituted meeting. The Trustees shall not sell, mortgage or otherwise encumber any of the Corporation’s real property and it shall not acquire real property subject to an encumbrance or condition without the written permission of the Presbytery transmitted through the Session. 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 transmitted through the Session.

Section 1.8 Property Conveyances. Pursuant to the *Constitution of the Presbyterian Church (U.S.A.)*, real property held or acquired by the Corporation, the Particular Church, the Trustees, a trustee or unincorporated association will include the following language in the deed:

The premises herein conveyed shall be used, kept, maintained, and held in trust by the grantee for Divine Worship and other purposes of its ministry as a particular church belonging to the [Name of Presbytery], subject to the provisions of the Constitution of the Presbyterian Church (U.S.A.).

ARTICLE 2 MEMBERS

Section 2.1 Eligibility for Membership. Only members on the active roll of the Particular Church shall be members of the Corporation and eligible for election as Trustees. Ministers of Word and Sacrament are not members of the congregation and so are not members of the Corporation.

Section 2.2 Active Members. The roll of active members established and maintained by the Session, as prescribed by the *Book of Order* comprising a part of the *Constitution of the Presbyterian Church (U.S.A.)*, shall determine those individuals who are active members of the Corporation from time to time.

ARTICLE 3 TRUSTEES

Section 3.1 Qualification; Election. The directors of the Corporation are designated Trustees. The initial 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 Session in active service. Election by the congregation of the Particular Church and installation as Elder on the Session shall constitute a person a Trustee of the Corporation. [G-7.0401]

Section 3.2 Removal. Termination for any reason of a person's active service on the Session shall automatically terminate such person's service as a Trustee of the Corporation.

ARTICLE 4 MEETINGS OF THE BOARD OF TRUSTEES

Section 4.1 Annual Meeting. The annual meeting of the Board of Trustees shall be held in conjunction with or immediately following the first regular meeting of the Session in each calendar year, or at another time in each calendar year determined by the Board of Trustees with the concurrence of the Session.

Section 4.2 Regular and Special Meetings.

(a) Regular meetings of the Trustees may be held on any schedule adopted or changed from time to time by the Board of Trustees.

(b) Special meetings of the Trustees may be held at any time upon the call of the President, upon the written request of any two or more of the Trustees, or when directed by the Session or the Presbytery.

Section 4.3 Notice of Meetings.

(a) Regular meetings of the Board of Trustees may be held without notice of the date, time, place or purpose of the meeting.

(b) Reasonable notice of the date, time and place and in the case of special meetings the purpose shall be given in person or by mail, telephone or by a form of electronic transmission consented to by the Trustee to whom the notice is given. Meetings may be held at any time without notice if all the Trustees are present or if those not present waive notice of the time, place, and purpose of the meeting, either before or after such meeting.

Section 4.4 Quorum. [*Enter Fractional Number, Not Less Than One Third*] of the number of Trustees shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present when the vote is taken shall be the act of the Board of Trustees.

Section 4.5 Action Without a Meeting. Action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if the action is taken by all members of the Board of Trustees. The action shall be evidenced by one or more written consents stating the action taken, signed by each Trustee either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. The action so taken shall become effective when the last Trustee signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified provided the consent states the date of execution by each Trustee.

Section 4.6 Procedures. The meeting requirements and provisions of the *Constitution of Presbyterian Church (U.S.A.)* shall govern meetings of the Board of Trustees. In addition to those requirements and provisions, these bylaws provide specific guidance for the Corporation. The rules and procedures of the Session governing its meetings shall be applicable to meetings of the Board of Trustees.

Section 4.7 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; 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; and 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 4.8 Committees. The Board of Trustees may create one or more committees and appoint members of the Board of Trustees to serve on them. Each committee may have two or more members who serve at the pleasure of the Board of Trustees. Each committee may exercise the authority given to it by the Board of Trustees other than the authority to fill vacancies, amend the articles of incorporation or bylaws of the Corporation, or approve a plan of merger. The rules which govern meetings, action without a meeting, notice and waiver of notice and quorum and voting requirements of the Board of Trustees shall apply to committees and their members unless the Board of Trustees expressly provides otherwise.

ARTICLE 5 MEETINGS OF MEMBERS

Section 5.1 Annual Meeting. An annual meeting of the members of the Corporation shall be held at the same place and time as the annual meeting of the congregation of the Particular Church or immediately thereafter, at the discretion of the President of the Corporation. Both ecclesiastical and corporate business may be conducted at the same meeting. Any stated or called meeting of the congregation shall be a meeting of the members of the Corporation, and any business may be conducted that is appropriate to the Corporation.

Section 5.2 Special Meetings. Special meetings of the members of the Corporation may be called by the Board of Trustees, the Session or the Presbytery. Only business within the purpose or purposes described in the notice for a special meeting of Members may be conducted at the meeting.

Section 5.3 Quorum and Voting Requirements. Unless otherwise provided by law, a quorum for any meeting of the members of the Corporation shall be the same as the quorum established for a meeting of the congregation of the Particular Church.

Section 5.4 Procedural Requirements. The meetings of the members shall be conducted to conform as closely as possible with the procedural requirements of the *Constitution of the Presbyterian Church (U.S.A.)*. In addition to those requirements, the provisions of these by-laws provide specific guidance for the Corporation. The rules and procedures applicable to meetings of the members of the congregation of the Particular Church shall be applicable to meetings of the members of the Corporation.

Section 5.5 Proxy Voting. Except for a matter as to which civil law expressly requires voting by proxy, members may not vote by proxy at any meeting of members but must be present at a meeting in order to vote in person.

ARTICLE 6 OFFICERS

Section 6.1 Officers. The Board of Trustees, as soon as 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 elect 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. 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.

Section 6.2 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 6.3 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 Cor-

poration, 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 of the Board of Deacons (should one be established), and all such actions shall be in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*. Subject to these bylaws and the articles of incorporation of the Corporation, the officers shall have the following respective powers and duties in regards to the Corporation:

(a) The President shall (i) execute documents to carry out the purpose and functions of the Corporation as approved and directed by the Board of Trustees; (ii) be responsible for carrying out the directives and requirements of applicable law, these bylaws, and the articles of incorporation; (iii) in general, perform all duties incident to the office of president; and (iv) perform such other duties as may from time to time be assigned by the Board of Trustees.

(b) The Vice President shall (i) assist the President in the exercise of his or her duties; (ii) in the absence or inability of the President, execute the duties of the President; (iii) in general, perform all duties incident to the office of vice president; and (iv) perform such other duties as may from time to time be assigned by the Board of Trustees.

(c) The Secretary shall (i) perform for the Corporation those duties set out in the *Constitution of the Presbyterian Church (U.S.A.)*; (ii) record all votes by the Board of Trustees; (iii) 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; (iv) in general, perform all duties incident to the office of secretary; and (v) perform such other duties as may from time to time be assigned by the Board of Trustees.

(d) The Treasurer shall (i) perform for the Corporation those duties set out in the *Constitution of the Presbyterian Church (U.S.A.)*; (ii) be responsible for the safekeeping of all funds and assets, except for those funds expressly assigned to the trusteeship of another; (iii) be responsible for the filling of any and all tax and other financial reports as required by applicable law; (iv) oversee deposit of all monies, drafts, and checks in the name of or to the credit of the Corporation at such banks or depositories as the Board of Trustees shall designate; (v) in general, perform all duties incident to the office of treasurer, and (vi) perform such other duties as may from time to time be assigned by the Board of Trustees.

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

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

Section 6.4 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 7
MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Section 7.2 Seal. The Corporation may, but is not required to, have a corporate seal. In the event the Board of Trustees elects to have a seal, it shall determine the content of the seal which may be altered at will.

Section 7.3 Office. The principal office and mailing address of the Corporation is:

[Enter Complete Complete Mailing Address for the Corporation]

Section 7.4 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 those members of the Corporation present and voting at a meeting of members of the Corporation at which a quorum is present, provided that the bylaws must at all times and in all respects remain in conformity with the *Constitution of the Presbyterian Church (U.S.A.)*.

FORM 1-B

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[NAME OF CORPORATION]

UNANIMOUS CONSENT OF TRUSTEES

IN LIEU OF ORGANIZATIONAL MEETING

The undersigned persons, being all of the initial trustees of [Name of Corporation] (the “Corporation”), acknowledge that they have consented to being named as initial trustees and consent to the adoption of the following resolutions:

RESOLVED, that the Bylaws annexed to this Consent are ratified, adopted and approved as the Bylaws of the Corporation and shall be filed with the minutes of the Corporation.

RESOLVED, that the number of trustees of the Corporation shall be [Enter Number of Trustees Named in the Articles of Incorporation].

RESOLVED, that the fiscal year of the Corporation shall begin on January 1st and end on December 31st of each calendar year.

RESOLVED, that a seal in such form as may be approved by the trustees is adopted as the seal of the Corporation, and a copy or impression thereof shall be filed with the minutes of the Corporation.

RESOLVED, that the following persons are elected to the offices set forth opposite their respective names, each to serve until the first annual meeting of this Board of Trustees or until such person’s successor is elected:

<u>Name</u>	<u>Office</u>
[<u>Enter Name of Elected President</u>]	President
[<u>Enter Name of Elected Secretary</u>]	Secretary
[<u>Enter Name of Elected Treasurer</u>]	Treasurer

RESOLVED, that the Corporation open one or more deposit accounts at [Name Of Bank] for deposit of the funds of the Corporation; that [Name of Officer], [Name of Officer] and [Name of Officer] are each authorized to sign checks drawn on such accounts in amounts not exceeding \$[Dollar Limit], and any two of whom are authorized to sign checks for amounts in excess thereof; and that resolutions for that purpose on the form of said bank, a copy of which form is attached to this Consent, are adopted and incorporated herein by reference.

RESOLVED, that the Corporation accept conveyance to it of the real property heretofore owned for [Name of Particular Church], such property to be used, kept, and maintained

by the Corporation for Divine Worship and other purposes of its ministry as a particular church belonging to [*Name of Presbytery*], subject to the provisions of the *Constitution of the Presbyterian Church (U.S.A.)*.

RESOLVED, that the officers of the Corporation, any one of whom may act, are authorized and directed, on behalf of the Corporation, to pay all charges and expenses incident to or arising out of the incorporation of the Corporation and to reimburse the persons who made any disbursements therefor.

RESOLVED, that the officers of the Corporation, any one of whom may act, are authorized in the name and on behalf of the Corporation to take such further actions, to obtain all licenses and permits, and to execute such additional documents, agreements, instruments as certificates as any such officer may deem necessary to enable the Corporation to conduct its business and to effectuate or carry out the purpose and intent of the foregoing resolutions.

This consent shall be effective as of the date the Articles of Incorporation became effective.

_____ [*Date of Signature*]
[*Name Of Trustee*], Trustee

_____ [*Date of Signature*]
[*Name Of Trustee*], Trustee

_____ [*Date of Signature*]
[*Name Of Trustee*], Trustee

_____ [*Date of Signature*]
[*Name Of Trustee*], Trustee

_____ [*Date of Signature*]
[*Name Of Trustee*], Trustee

_____ [*Date of Signature*]
[*Name Of Trustee*], Trustee

FORM 1-C

\\COR\426860.4