

SAMPLE BYLAWS

BYLAWS OF

_____ CHURCH FOUNDATION, INC.

A Florida Not For Profit Corporation

The _____ Church Foundation was established to support, enhance and continue the religious, charitable and educational activities of _____ Church and to support it not only in the internal affairs of the parish and church at large, but also in Christian and charitable activities in the community.

ARTICLE ONE. OFFICES

1.1 **Principal Office.** The principal office of the Corporation in the State of Florida shall be located at _____, Florida _____.

ARTICLE TWO. MEMBERS

2.1 **Members.** The members of the Corporation (the “Members”) shall consist of the Rector, Wardens, and the Vestry of _____ Church (the “Vestry”).

2.2 **Qualification.** Each person shall serve so long as they continue to hold office as described in Section 2.1 and will cease to be a Member of this corporation when their term as member of the Vestry, Warden, or Rector ends unless sooner terminated replaced by the Vestry.

2.3 **Rights and Liabilities of Member.** The Members of the Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any Member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments. Each Member shall have one vote at any meeting at which a vote of the Members is taken.

2.4 **Annual Meeting.** The annual meeting of the Members of the Corporation shall be held each year, in (month) , at the principal office of the Corporation or upon such other date and/or at such place or places and at such time as the Board of Trustees may designate from time to time by resolution, for the purpose of electing trustees and for the transaction of any business that comes before the meeting.

2.5 **Special Meetings.** Special meetings of the Members may be called by the Board of Trustees from time to time. Special meetings of the Members shall be called and conducted pursuant to the provisions of these Bylaws applicable to annual meetings.

2.6 **Notice.** Notice of any meeting of the Members shall be provided by telephone, e-mail, or U.S. Postal Service no less than 6 (six) days prior to the meeting at their last known address as it appears upon the records of the Corporation. Such notice shall indicate the time, place, and purpose of the meeting.

- 2.7 Quorum. Fifty (50%) plus one of the Members shall constitute a quorum for the transaction of business at any meeting of the Members. Attendance may be in person or by written proxy. If less than a quorum of the Members is represented at a meeting, then a majority of those Members present (in person or by proxy) may adjourn the meeting from time to time, without further notice, until a quorum is secured.

ARTICLE THREE. TRUSTEES

- 3.1 Number and Qualification. The authorized number of trustees of this Corporation (“Board of Trustees”) shall be 9 (nine), each of whom must be a communicant member in good standing of _____ Church. The trustees shall include the Senior Warden, Junior Warden, Treasurer and six additional elected members of the parish. The Rector of _____ Church shall serve ex-officio, and will have voice but no vote.
- 3.2 Nomination. Election and Term. The Nominating Committee, comprised of the President, Vice President and Treasurer and in consultation with the Rector, shall be responsible for the selection of qualified nominees in accordance with the policies of this Corporation. The six elected members of the Board of Trustees shall be elected as follows: At each annual meeting of Members, 2 (two) trustees shall be elected, each for a term of 3 (three) years. In no case shall trustees be elected for terms longer than four years. Each trustee so elected shall serve until the expiration of his term and until election and qualification of his successor in office. During any time of transition or change, the Board of Trustees may determine alternatives for the election and term of service for the trustees.
- 3.3 General Powers. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Trustees, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the Board of Trustees may from time to time, by resolution, designate.
- 3.4 Management of Income Property. The Board of Trustees may determine, by resolution from time to time duly adopted, to delegate in whole or in part, the management, investment, and disposition of the property of the Corporation for the purpose of earning an income therefrom, as distinguished from the matter of applying property and funds to charitable or educational purposes, to: (1.) a committee consisting of not less than 2 (two) members of the Board of Trustees who shall be elected by majority vote thereof or (2.) to one or more trust companies or banks duly authorized to conduct trust and banking business under the laws of the State of Florida.
- 3.5 Vacancies and Removal.
- (a) Any vacancy occurring in the Board of Trustees, whether by death, resignation, or otherwise, shall be filled by a majority of the remaining trustees at a regular or special meeting of the Board of Trustees. Any person elected to fill the vacancy of a trustee shall have the same qualifications as were required of the trustee whose office was vacated.
- (b) Any trustee may be removed, with or without cause, by the vote of two-thirds (2/3) of the Board of Trustees at a special meeting called for that purpose, or by a vote of two-thirds (2/3) of the members of the Corporation at a meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled.

(c) Any person elected to fill a vacancy in the Board of Trustees shall hold office for the balance of the year until the next annual meeting of Members, subject to the power of removal contained herein. At that meeting, a trustee will be elected to fill the unexpired term, if any, of the prior trustee.

(d) Each person serving by reason of his or her position on the Vestry shall only serve as a trustee of this Corporation for as long as he or she maintains that position on the Vestry.

3.6 Meetings.

(a) Meetings shall be held at such time and place as the Board of Trustees may by resolution designate or, in the absence of such designation, at the principal office of the Corporation.

(b) Annual meetings shall be held in _____ at the principal office of the Corporation, or at such other place or places and at such time as the Board of Trustees may designate from time to time by resolution for the purpose of electing officers and transacting such other business as may come before the meeting. After the place and time of the annual meeting has been established by the Board of Trustees, no further notice of the meeting is necessary.

(c) Regular meetings shall be determined by the Board of Trustees and the date and place for each will be determined prior to the adjournment of each meeting. Reminder notices of such meetings shall be emailed or mailed to each trustee at the address last recorded on the books of the Corporation, not less than 6 (six) days prior to the date thereof; however, this requirement may be waived by resolution of the Board of Trustees.

(d) The President may, as he or she deems necessary and appropriate, and the Secretary shall, if so requested in writing by two members of the Board of Trustees, call a special meeting of the Board of Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix the place for holding any special meetings of the Board called by them.

(e) A majority (fifty percent plus one member) of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. Attendance may be in person or by written proxy. If less than a quorum of the trustees is represented at a meeting, then a majority of those trustees present (in person or by proxy) may adjourn the meeting from time to time, without further notice until a quorum is secured.

(f) Except as may otherwise be provided in these Bylaws, or in the Articles of Incorporation of this Corporation, or by law, the act of a majority of trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees.

(g) All meetings of the Board of Trustees shall be governed by Robert's Rules of Order, including such revisions thereof as may from time to time be published, except insofar as such rules are inconsistent with these Bylaws, with the Articles of Incorporation of this Corporation, or with applicable law.

3.7 Action Without Meeting. Any action required or permitted to be taken by any provisions of law, the Articles of Incorporation or these Bylaws at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, provided all members of the Board of Trustees shall individually or collectively consent in writing to such action, and such written consent or consents are filed with the minutes of the proceedings of the Board of Trustees. Action by written consent shall have the same force and effect as action by unanimous vote of the trustees. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and Bylaws authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority. The terms "in writing" or "by written consent" as used throughout these Bylaws shall include electronic mail.

- 3.8 Telephonic Meetings. Members of the Board of Trustees or any committee thereof shall be deemed present at a meeting of such Board or committee if a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

ARTICLE FOUR. OFFICERS

- 4.1 Designation of Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, each of whom shall be elected by the Board of Trustees, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Trustees may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board of Trustees. Any two or more offices may be held by the same person. An officer need not be a Trustee or a Member of the Corporation. If so required by the Board of Trustees, an officer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees may deem appropriate.
- 4.2 Election and Term of Office. The officers of this Corporation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and qualified, unless he or she sooner dies, resigns, or has been removed by the Board of Trustees.
- 4.3 Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- 4.4 Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.
- 4.5 President. The Senior Warden shall be the President and the chief executive officer of the Corporation and, subject to the direction of the Board of Trustees or a committee thereof that has been authorized by the Board of Trustees to provide such direction, shall exercise general supervision and control over all activities and affairs of the Corporation. He or she shall preside at all meetings of the Board of Trustees. He or she has the power to sign, with the Secretary or other officer duly authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Trustees, by these Bylaws, or by law, and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Trustees.

- 4.6 Vice President. The Junior Warden shall be the Vice President and shall have the powers and perform the duties prescribed by the President, the Board of Trustees or a committee thereof that has been authorized by the Board of Trustees to prescribe such powers and duties. Unless the Board of Trustees or such a committee otherwise provides, when the President is absent or unable to act, the Vice President shall perform all the duties and may exercise any of the powers of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.
- 4.7 Treasurer. The Treasurer of the Vestry shall be the Treasurer of this Corporation. He or she shall: (a) act as chairman of the finance committee, or as co-chairman of a joint finance committee; (b) receive and give receipts for moneys due and payable to the Corporation, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees; (c) disburse the funds of the Corporation and properly maintain the financial records of the Corporation; and (d) in general perform all duties as may from time to time be assigned to him or her by the President or by the Board of Trustees.
- 4.8 Secretary. The Secretary shall have the power to sign contracts and other instruments for the Corporation and shall: (a) keep the minutes of meetings of the Members and the Board of Trustees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law (c) maintain custody of the corporate records and of the corporate seal, attest the signatures of officers who execute documents on behalf of the Corporation, and assure that the seal is affixed to all documents of which execution on behalf of the Corporation under its seal is duly authorized; (d) maintain a membership book containing the names and addresses of all Members and trustees of the Corporation and, with respect to any membership that has been terminated, record that fact together with the date of termination; (e) exhibit to any trustee of the Corporation, or to his agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these Bylaws, the Articles of Incorporation, the membership book, the minutes of any meeting, and the other records of the Corporation; and (f) in general perform all duties incident to the office of Secretary and other duties as from time to time may be prescribed by the President, the Board of Trustees, or a committee thereof that has been authorized by the Board of Trustees to prescribe such duties.
- 4.9 Delegation of Duties. In the absence of or in the event of the disability of any officer of the Corporation or for any other reason deemed sufficient by the Board of Trustees or an authorized committee thereof, the Board of Trustees or such committee may suspend the officer and delegate the officer's powers or duties to any other officer or to any trustee for the duration of the suspension.
- 4.10 Resignations. Any officer may resign at any time by giving written notice to the Board of Trustees, or to the President or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE FIVE. COMMITTEES.

- 5.1 Creation and Members. The Board of Trustees may, by resolution duly adopted, establish standing committees, each of which shall consist of 2 or more trustees, which committees, to the extent provided by such resolution, shall have and exercise the authority of the Board of Trustees in the management of the Corporation; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Trustees, or any trustee individually, of any responsibility imposed on it or him or her by these Bylaws, or by law. The Board of Trustees shall appoint a chairman of each committee, who shall preside at meetings of the committee. The Treasurer is the chairman of the Finance Committee or co-chairman if a joint Finance Committee is established. The committees shall report regularly to the Board of Trustees concerning their activities.
- 5.2 Terms of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees and until his successor is appointed and qualified, or unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a member thereof.
- 5.3 Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his predecessor.
- 5.4 Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the committee's members then in office shall constitute a quorum, and the act of a majority of committee members present at a meeting which a quorum is present shall be an act of the committee.
- 5.5 Manner of Acting of Committees. The acts of a majority of the members of a committee present at any meeting at which there is a quorum shall be the act of such committee; provided that the act is approved by a majority of the members of the committee who are trustees.
- 5.6 Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; however, such rules and regulations shall be consistent with these Bylaws, and provided further that committees shall keep regular minutes of their proceedings, and make reports to the Board of Trustees, to the extent required by the Board of Trustees. The chairman of each committee shall appoint a member of the committee to record the minutes.

ARTICLE SIX. INDEMNIFICATION OF TRUSTEES. OFFICERS, ETC.

- 6.1 Indemnification. The Corporation shall indemnify any trustee, director, committee member, officer, agent, or employee of the Corporation who is made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceedings to the fullest extent permitted under Florida law with respect to indemnification of corporate officers, trustees, directors, employees, or agents.
- 6.2 Expenses. The Corporation shall pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided under Florida law upon receipt of an undertaking by or on behalf of the trustee, director, committee member, officer, employee, or agent to repay such amount unless it

shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

- 6.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, director, committee member, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust, or other enterprise against liability asserted against him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of Section 6. 1.
- 6.4 Scope of Article. The Corporation shall indemnify any person, if permitted under Sections 6.1 and 6.2, without affecting any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of Members or disinterested trustees, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, director, committee member, officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person. Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this section.

ARTICLE SEVEN. MISCELLANEOUS

- 7.1 Contracts. The Board of Trustees may, by resolution duly adopted, authorize any officer or officers, committee or committees, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.
- 7.2 Gifts and Contributions. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property for the general and special charitable and educational purposes of the Corporation. Acceptance of gifts shall be in accordance with applicable policies and/or procedures.
- 7.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.
- 7.4 Checks, Drafts. Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation in writing shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the Board of Trustees shall from time to time by resolution designate. In the absence of such designation, such instruments shall be signed by the Treasurer or an assistant treasurer, and countersigned by the President or a Vice President of the Corporation.
- 7.5 Reporting. The Finance Committee shall be responsible for regular reporting on the financial condition of this Corporation to the Board of Trustees of this Corporation and to the Vestry.

ARTICLE EIGHT. ADMINISTRATIVE PROVISIONS

- 8.1 Books and Records. The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its Members, Board of Trustees, and committees, and shall keep at the registered or principal office a membership book giving the names and addresses of Members entitled to vote. All books and records of the Corporation may be inspected by any trustee or Member, or the agent or attorney of either, or any proper person, at any reasonable time.
- 8.2 Fiscal Year. The fiscal year of the Corporation shall be set by resolution of the Board of Trustees.
- 8.3 Corporate Seal. The Board of Trustees shall provide a corporate seal with the words “_____ CHURCH FOUNDATION, INC., a Florida Not For Profit Corporation.”
- 8.4 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Not For Profit Corporation law of Florida or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE NINE. AMENDMENT

- 9.1 The Bylaws of this Corporation may be amended, repealed, added to, or new Bylaws may be adopted, by the action of a majority of the Board of Trustees,

I, _____, Secretary of the Corporation, hereby certify that the foregoing are the true and correct Bylaws adopted by the Board of Trustees of the Corporation on the ____ day of _____, 2012.

(SEAL) _____ CHURCH FOUNDATION, INC.
 _____, Secretary

_____ Church Foundation Bylaws adopted _____ 2012