



General Council on Finance and Administration The United Methodist Church

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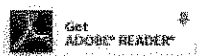
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These are sample documents which are created to assist local churches, working with their own attorney or the conference chancellor. Each church must consider state and local laws, as well as their own unique facts and circumstances. The General Council on Finance and Administration is not engaged in providing legal or accounting services. The service of a competent professional should be sought for legal and tax advice.

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Incorporating the Local United Methodist Church

This memo discusses some of the considerations and concerns involved in the incorporation of a United Methodist local church. Each church needs to make its own decision on whether to incorporate, based on the general factors and considerations set forth below and based on their own set of facts and circumstances. The forms at the end of the memo are suggested corporate forms and structures that need to be reviewed by an attorney who is familiar with your church and not-for-profit incorporation laws in your state.

¶ 2528.1 of The Book of Discipline vests the charge conference with the authority to direct the board of trustees of the local church to incorporate the church. The incorporation must be accomplished subject to the Discipline and in accordance with local law. (Note that as of January 2001, incorporation of churches is prohibited in Virginia and West Virginia).

Incorporation should protect and exempt the individual officers and members, jointly and severally, of the local church, from legal liability for and on account of the debts and other obligations of every kind and description of the local church. The first step in the incorporation process should be the retention of qualified legal counsel. Legal counsel should be very familiar with the structure of the United Methodist denomination, especially the trust clause (¶ 2503), the local church structure, and the various roles of the district superintendent as to certain local church matters.

Advantages of Incorporation

1. Limited liability
2. Clear legal capacity to enter into contracts and agreements
3. Perpetual duration

Under the law, a corporation is a separate legal entity from its officers, directors and its incorporators. Corporate powers are conferred by the corporate charter and by the state corporation statute. The corporate form provides a continuous entity for the ownership and management of property, and for carrying out the business and programs of the local church. Assertions of liability for acts undertaken by the corporation may be satisfied, if proved, from corporate assets only, rather than from personal assets of the corporate directors, except in cases of fraud against the corporation by a director, or where corporate formalities are not followed, and a case can be made that the corporation is acting as an alter ego of its directors.

A corporation derives its powers and existence from the state. The sources of its powers are its charter and the general statute under which the corporation was organized. The statutes grant numerous specific powers relating to organization, the use and conveyance of property, the election of officers, the amendment of articles of incorporation and by-laws, the right of dissolution, etc.

The "express powers" of a corporation are those related to the business activities in which the corporation is engaged that are enumerated in its charter. "Implied powers" arise out of reasonable inferences about the scope and intent of the language of the charter powers as they relate to certain facts and circumstances. Great care should be taken by the local church corporation to insure that its acts and transactions do not extend beyond its limits of authority. Such acts are termed ultra vires and should be expressly barred by the corporation's Articles of Incorporation.

Procedures for forming and organizing corporations vary from state to state. However, general incorporation statutes in every jurisdiction allow for the issuance of a charter of incorporation to certain persons by a designated state official (usually the Secretary of State) in compliance with the provisions of the corporation statute. The typical statute requires:

1. The preparation and execution of the articles of incorporation by the incorporators, and the acknowledgment of their signatures before a notary public

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2. The delivery of the articles of incorporation to the Secretary of State, including any other required incorporation papers and payment of required organizational fees
3. Filing of the articles by the Secretary of State, and subsequent issuance by him or her of the certificate of incorporation
4. The recording of the Certificate and Articles of Incorporation with the Recorder of Deeds, or any other county officials as required in the county or parish where the corporation is located
5. The convening of the first corporation organization meeting at the call of the directors to adopt by-laws, elect officers, and transact other business.

The articles of incorporation generally include the following provisions:

1. The name and address of the corporation.
2. The address of its registered agent for the service of process, notice, or demand upon the corporation. Usually the agent will be the board of trustees, inasmuch as it manages the business of the local church about property and other legal affairs.
3. The duration or tenure of the corporation, which may be perpetual or limited. Church corporations are typically perpetual.
4. The names and addresses of the incorporators.
5. A statement of purpose for which the corporation is formed.
6. The names and number of directors constituting the initial board of directors, and the names and addresses of those who are to serve as directors until the first called meeting.
7. Membership of the corporation, and, in the case of the local church, specific reference to the Discipline provisions on incorporation of the local church.
8. The powers of the corporation.

9. Procedures for the adoption of by-laws by the board of trustees.
10. Definition of the quorum of directors needed to transact corporate business.
11. Procedures for amending the articles of incorporation.
12. Provisions for the distribution of assets upon dissolution of the corporation.

Upon completion of the required charter application and the articles of incorporation, these documents must be submitted to the district superintendent for his or her written approval. The purpose of obtaining the superintendent's written approval is to insure conformity of the documents with the Discipline. Particular attention should be devoted to the following:

1. The corporation's stated purpose and powers must support the doctrine of The United Methodist denomination, and all its property must be subject to the "laws, usages, and ministerial appointments" of the Church.
2. The board of trustees, who ordinarily will serve as the board of directors of the corporation per the Discipline, must be properly selected. Officers of the board of trustees are the officers of the board of directors of the corporation.
3. The powers and responsibilities of the corporation, and its board of directors, should include the powers and responsibilities about property specified for the charge conference by the Discipline.
4. The members of the corporation are to be the members of the charge conference.
5. Should the corporation cease to exist, the title to all its property is to be vested in the annual conference board of trustees, to be held in trust for benefit of the local church, if it should continue to exist, and, if not, for the benefit of the conference or successor entity.
6. The articles of incorporation and the by-laws of the corporation that are submitted to the state should include the provisions of the Book of Discipline of The United Methodist Church by reference.
7. After completion of the incorporation, care should be taken to deed all property into the new corporation. Real property can be deeded by use of a quitclaim deed. This transfer can present an excellent opportunity to review the title to property, to determine if there are any limitations on reversionary interests and to make sure that the trust clauses (§ 2503) are

put into the new deeds.

Many states now have special religious corporation statutes that significantly decrease the reporting requirements and filing costs for such corporations. These statutes also often restrict the oversight role of the attorney general. Local counsel should advise on incorporating under such statutes.

Note: Sample incorporation forms, including bylaws, are included. Each state has different incorporation requirements. These forms should be a useful starting point for the local church's attorney.

It might be helpful as well to consult with other local churches that have recently incorporated in your state to obtain samples of their forms for review, assuming their incorporation forms have been prepared by a knowledgeable attorney with attention to the unique structure of the United Methodist denomination.

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SAMPLE
Articles Of Incorporation
OF

The undersigned, all of whom are citizens of the United States, desiring to form a corporation, not for profit, under _____ (state authority or statute), do hereby certify:

FIRST: The name of said corporation shall be _____

SECOND: The place where the principal office of the corporation is to be located is _____
(City, County, and State)

THIRD: The purpose or purposes for which the corporation is formed are as more fully set forth in the *Discipline* of The United Methodist Church or as may hereafter, from time to time, be amended including:

(a) The promotion of the Christian religion through the preaching of the Word of God, the administration of the sacraments, ordinances, and other means of grace, the maintenance of worship, the edification of believers, the evangelization of the world, and the promotion of the missionary and benevolence causes.

(b) The promotion of the Christian religion through the preaching of the Word of God, the administration of the sacraments, ordinances, and other means of grace, the maintenance of worship, the edification of believers, the evangelization of the world, and the promotion of the missionary and benevolence causes.

(c) Receiving, holding, and disbursing gifts, bequests, and funds arising from all sources.

(c) Acquiring, owning, and maintaining real estate, buildings, and other property real or personal, incidental, necessary, or proper to carry out said objects.

(d) Doing of any and all things necessary or incident to the accomplishment of such purposes.

(e) All of the above shall be in accordance with the Doctrines, Laws, Usages, *Discipline*, and Ministerial appointments of The United Methodist Church.

FOURTH: The following persons shall serve as the initial trustees of said corporation and shall serve as provided in the *Discipline* of The United Methodist Church:

NAME	ADDRESS
_____	_____
_____	_____
_____	_____

[Note: Not less than three (3), nor more than nine (9)]

FIFTH: Upon the filing of these Articles of Incorporation of _____, the society or association now known as _____, a corporation not for profit, and the members of such society or association shall be members of such corporation, and all the rights, privileges, immunities, powers, franchises, authority, property, and obligations of such unincorporated society or association shall thereupon pass to, vest in, and be the rights, privileges, immunities, powers, franchises, authority, property, and obligations of _____ a corporation not for profit.

SIXTH: The corporation shall support the Doctrine of The United Methodist Church and all its property, both real and personal, shall be subject to the *Discipline*, Laws, Usages, and Ministerial appointments of The United Methodist Church as are now or shall be, from time to time, established, made, and declared by the lawful authority of the said church.

SEVENTH: The corporation, in conformity with the *Discipline* of The United Methodist Church, shall have the power to receive, acquire, and hold title, in trust or otherwise, to real and personal property, and to improve, encumber, lease, sell, convey, and dispose of all such property.

EIGHTH: Subject to the provisions of the *Discipline*, the corporation shall have the power to erect and maintain buildings for the worship of God, for training in Christian faith and conduct, and for Christian social intercourse, and to purchase, lease, and/or rent and otherwise acquire or build and maintain residences for the use and occupancy of its ministers.

NINTH: The business of this corporation shall be conducted in conformity with the *Discipline* of The United Methodist Church as the same now exists or as may hereafter be amended, changed, or modified, and the bylaws of the corporation shall include the *Discipline* of The United Methodist Church and no bylaws shall be adopted inconsistent with the provisions of said *Discipline*.

In addition to the powers and duties granted to this corporation by the *Discipline* of The United Methodist Church, 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 corporation with a similar character, provided the same are not inconsistent with said *Discipline*. All amendments, bylaws, and regulations of this corporation shall at all times be in conformity with the *Discipline* of The United Methodist Church.

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 of _____.

TENTH: The members of the corporation shall mean the membership of the corporation and shall be composed of such persons (ministerial and lay) as from time to time shall be defined in accordance with the *Discipline* of The United Methodist Church, and such members thereof shall have only such voting and other rights as now exist or may hereafter be granted by the *Discipline* of The United Methodist Church.

ELEVENTH: 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 and be the property of the _____ annual conference of The United Methodist Church, pursuant to said *Discipline* of The United Methodist Church, and if it should not be in existence to any successor United Methodist organization and if none to an organization qualified under § 501(c)(3) of the Internal Revenue Code of the United States.

IN WITNESS WHEREOF, we have hereunto subscribed our names, this _____ day of _____, 20____.

INCORPORATORS

_____ (place)
_____, 20_____

Original Appointment Of Agent

The undersigned, being at least a majority of the incorporators of _____

a corporation not for profit, hereby appoints _____
(name of agent), a natural person, resident of _____ (state), in which the
corporation has its principal office, as agent of _____
(name of corporation), upon whom any process, notice, or demand required or permitted by
statute to be served upon the corporation may be served. His/her complete address is

(Name of Corporation)

By _____

By _____

By _____

Incorporator

_____ (place)

_____, 20____

(Name of Corporation)

To Whom It May Concern: I hereby accept appointment as agent of your corporation upon
whom process, tax notices, or demands may be served.

(Statutory Agent)

SAMPLE Bylaws

(Name of local United Methodist Church)

(City, County and State)

[Note: As of December 2000 incorporation of churches is prohibited in Virginia and West Virginia; if you are from one of those two states, this document will not be appropriate for you to use; also, state law regarding religious and/or not-for-profit corporations varies widely, so you will need to consult with a local attorney to ensure that your own bylaws are drafted in conformity with state law; your bylaws, as finally drafted, also should be reviewed by your district superintendent, to ensure that they conform to *The Book of Discipline*; these sample bylaws are simply that: a sample, that may be helpful to your attorney in getting you started as you seek to incorporate your local church]

ARTICLE I. IDENTITY

These are the Bylaws of the above named United Methodist Church, a non-profit religious corporation [Note: this may need to be changed to reflect the type of corporation, based on the options for incorporation in your state, e.g., a not-for-profit corporation, a non-profit religious corporation, a religious corporation, etc.] organized pursuant to the laws of state, with its principal place of business at the above stated city and county in _____ state ("the Corporation").

ARTICLE II. PURPOSES AND POWERS

Section 2.01. The Corporation is organized as a local United Methodist Church exclusively for religious purposes, [Note: some will want to edit or add to the description from here] to promote the Christian religion through the preaching of the word of God, administration of the Sacraments, ordinances and other means of grace; to reach out and receive with joy all who will respond; to encourage people in their relationship with God and invite them to commit to God's love in Jesus Christ; to provide opportunities for people to seek spiritual formation; and to support people to live lovingly and justly in the power of the Holy Spirit as faithful disciples, all in accordance with *The Discipline*.

Section 2.02. All the powers authorized and permitted by *The Book of Discipline* (as amended from time to time by the General Conference) ("*The Discipline*") for a local church corporation shall be the powers of this Corporation, together with such powers as granted to the Corporation by the _____ [cite to state statute], as amended from time to time.

ARTICLE III. GOVERNANCE

Section 3.01. The Corporation shall look to these Bylaws, the Articles of Incorporation, *The Discipline*, and the laws of this state with reference to non-profit religious corporations, and Section 501(c)(3) of the Internal Revenue Code (as amended from time to time) for guidance in the operation of its affairs [Note: may need to modify to comply with or mention specific state statutes].

Section 3.02. Where these Bylaws conflict with *The Discipline*, *The Discipline* shall control.

ARTICLE IV. MEMBERS

[Note: Check state law to see whether there are any special requirements for corporations that have members]

Section 4.01. 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 4.02. 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, that if the District Superintendent convenes (or authorizes the convening of) a Charge Conference as a Church Conference, then all members of the Corporation present shall be entitled to vote at such Church Conference.

Section 4.03. The annual meeting and any special meeting of the members (whether convened 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 DIRECTORS

Section 5.01. The Board of Trustees of the _____
[name of local church] shall serve as the Board of Directors of the Corporation ("the Board"), and shall be elected and serve in accordance with the provisions of *The Discipline*.

Section 5.02. The number, qualifications, and constitution of the Board, their term in office and their method of election, removal and replacement shall be in accordance with the provisions of *The Discipline* for the Board of Trustees.

Section 5.03. Subject to the direction of the Charge Conference, the property, equipment, insurance coverage, bequests, and trusts of the Corporation shall be managed by the Board, consistent with the responsibilities of the Board of Trustees in *The Discipline*.

ARTICLE VI. CHURCH COUNCIL
[Formerly Administrative Board/Council]

Section 6.01. The Church Council [Formerly the Administrative Board/Council] shall have general oversight of the administration and program of the Corporation in pursuing the primary task of the Corporation, pursuant to *The Discipline*.

Section 6.02. The membership on the Church Council [or Administrative Board/Council] shall be as provided in *The Discipline*.

ARTICLE VII. OFFICERS

Section 7.01. The Board of Directors shall elect from its membership, to hold office for a term of one year or until their successors shall be elected, a chairperson [president], vice-chairperson [vice-president], secretary, who shall serve as the officers of the Corporation. The chairperson and vice-chairperson shall not be members of the same class.

Section 7.02. Any officer may be removed from office at any time by a majority vote of the Board, as then constituted, notwithstanding the fact that the term for which s/he may have been elected has not expired. No cause need be assigned for any removal under this section.

Section 7.03. Any vacancy in any office may be filled by the Board at any regular or special meeting.

Section 7.04. The chairperson shall preside at all meetings of the Board. The chairperson shall execute all contracts authorized by the Board and shall perform such other duties as are incident to the office or properly required of him/her by the Board, in accordance with *The Discipline*.

Section 7.05. 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/her, from time to time, by the Board, in accordance with *The Discipline*.

Section 7.06. The secretary shall keep a record of all proceedings at the meeting of the Board, give notices, have custody of the corporate seal, attest when necessary the signature of the chairperson, affix the seal to all instruments required to be executed under seal and as authorized by the Board, attend to any and all filings required by state law, and maintain the corporation's records. The secretary shall have such other powers and perform such other duties as are incident to the office or properly required of him/her by the Board, in accordance with *The Discipline*.

Section 7.07. The treasurer(s) of the local church, elected by the charge conference, shall serve as the treasurer(s) of the Corporation. If such person is not already a member of the Board, then s/he shall not have a vote but rather shall serve as an *ex officio* member of the Board, without vote. [Note: This sub-section may or may not fit with the current operating structure of

a particular local church; it is not mandatory that the corporation have a treasurer as an officer, unless mandated by state law; however, the bylaws need to be clear that if someone else is going to serve as treasurer of the corporation (other than the local church treasurer), that person does not have control over all of the funds of the local church, given the role of the local church treasurer under *The Discipline*]

ARTICLE VIII. MEETINGS

Section 8.01. The Board of Directors shall meet at least annually, at the call of the pastor of the local congregation or the chairperson of the Board, at such times and places as shall be designated in a notice provided to each Board member and the pastor(s) at a reasonable time prior to the appointed time of the meeting. The notice may be by mail, church bulletin, telephone or fax machine [note any state law requirements here]. The notice shall include the date, hour and place of all such meetings. **Note:** State law may require a specified time] Notice may be waived, as provided for in the [cite to state statute] and *The Discipline*.

Section 8.02. An organizational meeting of the Board shall be held within thirty days after the beginning of the ensuing calendar or conference year, for the purpose of electing officers for the ensuing year and transacting any other business properly brought before it.

Section 8.03. A quorum at any Board meeting shall consist of a majority of the Board, 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 Directors, except where a greater than majority vote is required by state law or *The Discipline*.

ARTICLE IX. INDEMNIFICATION

The Corporation is authorized to indemnify its officers and directors to the full extent permitted by state law. [Note: Some local churches may want to make indemnification mandatory; however, be very careful in making such language mandatory, to ensure that you are not indemnifying more than you can truly indemnify, to ensure that you are complying with state law, and to ensure that you are not agreeing to indemnify acts which would be in violation of the *Discipline*, including its social principles; it is also important to consider the insurance coverage afforded by the local church's directors and officers liability insurance policy, if any, before deciding how to write this paragraph.]

ARTICLE X. AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the full Board (as then constituted) at any meeting of the Board, provided that the notice of such meeting clearly sets forth the proposed changes which are to be considered.

ARTICLE XI. DISSOLUTION

Should the Corporation cease to exist, the title to all its property shall be vested in the annual conference Board of Trustees of The United Methodist Church, to be held in trust for the benefit of the local church, if it should continue to exist, and, if not, for the benefit of the annual conference of The United Methodist Church, or its successor entity, or, if such transfer is not possible, then such title shall be vested in an organization qualified under § 501(c)(3) of the Internal Revenue Code, as amended from time to time. [Note: state law may require a variation in this paragraph, but it is important to retain the notion that all real property is to be held in trust]

Effective as of _____

Secretary [or incorporator]

Incorporation of the Local Church
SAMPLE
Certificate Of Amended Articles
Of

(old name)

_____, Chairman or President, and
_____, Secretary of the Board of Trustees of
_____, a State of _____ corporation not for profit, with
its principal office situated in _____ County, _____ State, do hereby certify that at
a Special Meeting of The Charge Conference of this corporation called and held on ____ day of
, 20__, at which meeting a quorum of members thereof were present, that by affirmative vote of
a majority of such members present, the following resolutions were adopted:

“RESOLVED, that the following amended Articles of Incorporation be, and the
same are hereby adopted to supersede and take the place of existing Articles of
Incorporation and all amendments thereto, if any, to-wit:

Amended Sample Articles Of Incorporation
Of

FIRST: The name of said corporation shall be

SECOND: The place where the principal office of the corporation is to be located is

(City, County, and State)

THIRD: The purpose or purposes for which the corporation is formed are as more
fully set forth in the *Discipline* of The United Methodist Church or as may
hereafter, from time to time, be amended including:

(a) The promotion of the Christian religion through the preaching of the Word of
God, the administration of the sacraments, ordinances, and other means of grace, the
maintenance of worship, the edification of believers, the evangelization of the world, and the
promotion of the missionary and benevolence causes.

(b) Receiving, holding, and disbursing gifts, bequests, and funds arising from all
sources.

(c) Acquiring, owning, and maintaining real estate, buildings, and other property
real or personal, incidental, necessary, or proper to carry out said objects.

(d) Doing of any and all things necessary or incident to the accomplishment of such purposes.

(e) All of the above shall be in accordance with the Doctrines, Laws, Usages, *Discipline*, and Ministerial appointments of The United Methodist Church.

FOURTH: The Trustees shall be elected and shall serve and provided in the *Discipline* of The United Methodist Church.

FIFTH: Upon the filing of these Articles of Incorporation in accordance with the *Discipline* of The United Methodist Church, which is the constitution and fundamental agreement of this society or association, the _____ United Methodist church, a nonprofit corporation, formerly known as the _____ Methodist Church, and the members of the _____ United Methodist Church shall be members of this corporation, and all the rights, privileges, immunities, powers, franchises, authority, and all the property and obligations of corporation under its former name shall thereupon pass to, vest in, and be the rights, privileges, immunities, powers, franchises, authority, property, and obligations of the _____ United Methodist Church, a corporation not for profit.

SIXTH: The corporation shall support the Doctrine of The United Methodist Church and it and all its property, both real and personal, shall be subject to the *Discipline*, Laws, Usages, and Ministerial appointments of The United Methodist Church as are now or shall be, from time to time, established, made, and declared by the lawful authority of the said church.

SEVENTH: The corporation, in conformity with the *Discipline* of The United Methodist Church, shall have the power to receive, acquire, and hold title, in trust or otherwise, to real and personal property, and to improve, encumber, lease, sell, convey, and dispose of all such property.

EIGHTH: Subject to the provisions of the *Discipline*, the corporation shall have the power to erect and maintain buildings for the worship of God, for training in Christian faith and conduct, and for Christian social intercourse, and to purchase, lease, and/or rent and otherwise acquire or build and maintain residences for the use and occupancy of its ministers.

NINTH: The business of this corporation shall be conducted in conformity with the *Discipline* of The United Methodist Church as the same now exists or as may hereafter be amended, changed, or modified, and the bylaws of the corporation shall include the *Discipline* of The United Methodist Church and no bylaws shall be adopted inconsistent with the provisions of said *Discipline*.

In addition to the powers and duties granted to this corporation by the *Discipline* of The United Methodist Church, 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 corporation with a similar character, provided the same are not inconsistent with said *Discipline*. All amendments, bylaws, and regulations of this corporation shall at all times be in conformity with the *Discipline* of The United Methodist Church.

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 of _____.

TENTH: The members of the corporation shall mean the membership of the corporation and shall be composed of such persons (ministerial and lay) as from time to time shall be defined in accordance with the *Discipline* of The United Methodist Church, and such members thereof shall have only such voting and other rights as now exist or may hereafter be granted by the *Discipline* of The United Methodist Church.

ELEVENTH: 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 and be the property of the _____ annual conference of The United Methodist Church, pursuant to said *Discipline* of The United Methodist Church, or to an organization qualified under § 501(c)(3) of the Internal Revenue Code of the United States.

IN WITNESS WHEREOF, said _____, President, and Secretary of _____, acting for and on behalf of said corporation, have hereunto subscribed their names this ____ day of _____, 20__.

By _____
President

By _____
Secretary

Incorporation of the Local Church - Sample Board Of Trustees Resolution

Pursuant to the direction of the Charge Conference of the

(name of unincorporated association) authorizing this Board by its proper officers to prepare, execute, and file Articles of Incorporation for this religious, unincorporated association, be it hereby

RESOLVED, that the President (Chairman) and Secretary of this Board forthwith cause Articles of Incorporation to be prepared, executed, and filed with the Secretary of the State of _____ as a nonprofit corporation; and

BE IT FURTHER RESOLVED, that _____ be designated as Statutory Agent of this corporation upon whom any process, notice, or demand required or permitted by statute to be served upon the corporation may be served; and

BE IT FURTHER RESOLVED, that the following persons be, and they are hereby designated as the incorporators of said new nonprofit corporation:

(minimum of one (1) incorporator required,
typically Chairman of Board of Trustees)

BE IT FURTHER RESOLVED, that said President (Chairman) and Secretary of the Board be, and they are hereby authorized and directed to do and take such actions as they deem necessary to carry into effect the foregoing resolutions, all pursuant to the *Discipline* of The United Methodist Church.

(Date of Meeting)

VOTE:

Approved ___ Defeated ___

(Place of Meeting)

Each state varies on the form required for Articles of Incorporation

Approved for filing:

By _____

Date _____

Incorporation of the Local Church - Sample Charge Conference Resolutions

WHEREAS, it is the recommendation of certain members of this local church that the Charge Conference elect to direct the Board of Trustees to incorporate said church under the laws of the State of _____ and the *Discipline* of The United Methodist Church; and

WHEREAS, such members further desire said incorporation to be for and in accordance with the purposes set forth in the United Methodist *Discipline*; and in such manner as will fully protect and exempt from any and all legal liability the individual officers and members, jointly and severally, of the local church, and the Charge, Annual, Jurisdictional, and General Conferences of The United Methodist Church and each of them, for an on account of the debts and other obligations of every kind and description of the local church; and

WHEREAS, this meeting of the Charge Conference is called to consider the said recommendation to incorporate the local church as hereinbefore stated; and

WHEREAS, said members of the Charge Conference have been duly notified of the special meeting of the Charge Conference of this said association and the purpose thereof, which meeting has been duly authorized to be held and called in accordance with the United Methodist *Discipline*.

NOW, THEREFORE, BE IT RESOLVED that the membership of the Charge Conference of _____ (church name and state), an unincorporated association, duly called and convened, do hereby authorize and direct the incorporation of said association as (church name and state), a(n) _____ (state) nonprofit religious corporation (or not for profit corporation), in accordance with the *Discipline* of The United Methodist Church and for the purposes as set forth in said *Discipline*, and do further authorize and direct the Board of Trustees of this association to forthwith cause proper Articles of Incorporation, containing therein the requirements and necessary provisions of the United Methodist *Discipline*, to be prepared, executed, and transmitted forthwith to the Office of the Secretary of the State of _____ for filing therein, and that the expense of said incorporation be paid from the General Treasury of said association.

BE IT FURTHER RESOLVED, that the following persons be, and they are hereby designated as the original trustees of said new nonprofit corporation:

[as many lines as Trustees designated, but not fewer than three (3) members nor more than nine (9) - Paragraph 2524 of *The Book of Discipline*, 2000]

RESOLVED FURTHER, that said Board of Trustees be further authorized to do and perform any and all acts necessary to carry this resolution into full force and effect.

(Date of Meeting)

VOTE:

Approved ___ Defeated ___

(Place of Meeting)

CERTIFICATION
(if required)

The undersigned, Secretary of the Charge Conference of _____
Church, an unincorporated association, do hereby certify that the following action was duly
taken by said Charge Conference on the _____ day of _____, 20_____
and that the same is in full force and effect.

Secretary
Charge Conference

Incorporation of the Local Church - Charge Conference Resolution 2

WHEREAS, the members of the Charge Conference of _____ (name and state), an unincorporated association, did this ___ day of _____, 20____, by proper resolution direct and authorize the Board of Trustees of said association to promptly incorporate said association under the laws of the State of _____ pursuant to the *Discipline* of The United Methodist Church, as a nonprofit, religious corporation (or not for profit corporation); and

WHEREAS, it will become necessary upon the incorporation of said association to transfer all of the assets of said association to the new corporation, which shall be known as _____ (name and state).

NOW THEREFORE, BE IT RESOLVED by the members of the Charge Conference of _____ (name and state), an unincorporated association, duly called and convened, that the Board of Trustees of said association in order to perfect further and carry on the operation of said association as a corporation and to comply with the *Discipline* of The United Methodist Church be, and it is hereby authorized and directed to prepare, transfer and convey unto _____ (name and state), the newly formed corporation, by proper deeds, bills of sale, and other instruments, all the property of said association, real and personal, of whatever kind and description whatsoever, subject to all the encumbrances and liabilities of the unincorporated association and that thereupon all the rights, privileges, immunities, powers, franchises, and authority and all the property and obligations of such unincorporated society or association shall pass to, vest in, and be the property and (in the case of encumbrances and liabilities) obligations of the corporation so formed, and that the expense of said transfer and conveyance and all matters necessary and incidental thereto be borne by and paid from the General Treasury of said unincorporated association.

Place of Meeting: _____

Date of Meeting: _____

VOTE: Approved ____ Defeated ____

CERTIFICATION
(if required)

The undersigned, Secretary of the Charge Conference of _____ Church, an unincorporated association, do hereby certify that the following action was duly taken by said Charge Conference on the ___ day of _____, 20____, and that the same is in full force and effect.

Secretary
Charge Conference

Incorporation of the Local Church – Sample Charge Conference Resolution 3

Suggested Form of Resolution Amending Articles of Incorporation of Evangelical United Brethren Church to Change Name to United Methodist Church

WHEREAS, the General Conferences of The United Methodist Church and The Evangelical United Brethren Church did vote on November 11, 1966, in Chicago, Illinois, to enter into a plan of union and whereas this was ratified by the requisite number of votes in the annual conferences of the two churches, and whereas the union was consummated at Dallas in April 1968, creating The United Methodist Church as the ecclesiastical and legal successor of the two uniting churches, and

WHEREAS, according to Article VI of Division One of the Constitution "Titles to Properties in The Evangelical United Brethren and The Methodist Church shall, upon consummation of the Union automatically vest in The United Methodist Church", but continues to say that "nothing in the Plan of Union at any time after the Union is to be construed so as to require any local church or any other property owner of the former Evangelical United Brethren Church of the former The Methodist Church to alienate or in any way to change the title to property contained in its deed or deeds at the time of union; and lapse of time or usage shall not effect said title or control." And whereas this guarantee of title is repeated in subsequent Paragraphs of the *Discipline*, and

WHEREAS, the *Discipline* of The United Methodist Church provides that all provisions of the *Discipline* relating to property, both real and personal, and relating to the formation and operation of any corporation, and relating to mergers, are conditioned upon their being in conformity with the local laws; and in the event of conflict therewith the local laws shall prevail;

NOW, THEREFORE, BE IT RESOLVED that the corporation formerly known as now to be known as _____ desiring to amend the Articles of Incorporation to include the new name and to comply with all provisions of the *Discipline* of The United Methodist Church and the laws of the State of _____ does hereby adopt these amended Articles and does hereby submit this Certificate of Amendment and does hereby authorize and direct the Board of Trustees to do all things necessary to comply with these provisions, including the recording of title under the new name at the County Recorder's office.