

Creating Bylaws for your Church

According to Merriam-Webster's online dictionary, the word *bylaw* has probable roots in the Old Norse word *býlög*, which meant town or village law. Since the word entered the English language in the 14th century, its meaning hasn't changed much. Today, the Merriam-Webster dictionary defines a *bylaw* as a "a rule adopted by an organization chiefly for the government of its members and the regulation of its affairs." Whether bylaws are rules adopted by a village, a business, or a church, they still represent a structure under which we agree to live together.

Are bylaws really necessary?

Some wonder why, on top of the organizational guidance offered by articles of incorporation and the *RCA Book of Church Order (BCO)*, local churches need bylaws.

We have found that it is helpful to the ongoing life of the church to have a written record of the customs and practices that govern the life of the church. Bylaws can provide that record. At minimum, the *BCO* requires that every church have a written bylaw or rule of order selecting a classis-approved method for the nomination and election of elders and deacons (1.1.2.14).

How are bylaws helpful?

Imagine that you're gathered at a table with friends or family for game night, and the group decides to play a card game. When the dealer gives each player six cards, you're confused. You've always played this game with a hand of eight cards. You point this out to the rest of the table and are told, "We always play with six cards here." Different houses often have different rules for the same game. When we know the local rules, we can adjust the way we play. We just want to be assured that everyone is playing by the same rules.

Bylaws are a way for your church to state "the way the game is played here." They provide the ground rules for local decisions about the operation of the organization. Who has voting rights? When are meetings held? How does one become an officer? How long can one hold an office? Who has authority to make a decision, spend money, or reserve a room? Bylaws tell people what they can expect within the organization and how to get things done, while respecting the rights of others within the group.

Your bylaws are an educational tool for new members and leaders. They explain how the church embodies its vision to achieve its mission. They help new elders and deacons understand their role and the boundaries of their authority. They hold all church leaders accountable for the authority that has been given to them by those whom they serve.

Bylaws also serve as an institutional memory, particularly during times of transition. They provide the stability and structure a church needs to continue operating as its leaders, its members, and its context change.

Elements of bylaws

The exact elements of your bylaws will depend on the needs of your church. However, most bylaw documents share certain features. Below are the names of the most common articles within bylaws. Articles are commonly identified with Roman numerals. Sub-sections of articles are identified with Arabic numerals.

Preamble

Name (must be consistent with the articles of incorporation filed with the state)

Purpose (may be omitted if contained in the articles of incorporation but shouldn't conflict with the articles of incorporation)

Membership

Meeting

Fiscal year

Elections

Governing board

Officers and duties

Committee structure

Parliamentary authority

Amendment process

Writing the script

Here are a few things to keep in mind as you begin to craft your bylaws:

- **Process matters.** The process by which this document is created is as important as the final product. Get your congregation involved in the process; seek their input and advice. Don't simply adopt a set of bylaws from another organization; craft bylaws to serve your church specifically.
- **Be clear and concise.** Don't include more detail than is needed to express how something should be done. Write in complete and easy-to-understand sentences.
- **Robert's Rules of Order advice:** You don't need to state the obvious (i.e. a consistory can appoint committees).
- **Get an outside opinion.** Ask someone like your classis or regional synod clerk to review your draft of the bylaws. A knowledgeable person from outside of your church may see errors and oversights you would otherwise miss and can sincerely affirm good work.

Use the definitions and examples below to help you describe in your bylaws the way your church functions and what it strives to do.

Preamble. Establishes a hierarchy of supervision documents within the lines of which the bylaws are written and to which the bylaws are subject.

Example: This church is a member church in the Reformed Church in America and is subject to the Constitution of the Reformed Church in America, including its *Book of Church Order (BCO)*. Furthermore, these bylaws may not supersede the articles of incorporation or the laws of this state. If there is any inconsistency between these bylaws and those documents, the documents shall take precedence.

Article I. Name. What is the official name of the church, as stated in the articles of incorporation? By what other names is the church known that will or could be used to identify the church?

Example: The name of this church is Iglesia Alas de Águila, translated in English as Eagle’s Wings Church. This church, a member church of the Reformed Church in America, is subject to and governed by the Constitution of the Reformed Church in America, as well as these bylaws.

Article II. Purpose. Why does this church exist? What is its mission and vision? The purpose should be stated as succinctly as possible. Note what is already written in the articles of incorporation and align the bylaw statement with it. Also see the preamble of the *BCO*, which addresses the purpose of a church.

Example: The purpose of the congregation is to:

- worship God
- proclaim the gospel of Jesus Christ
- bring people to an understanding of a new life as a disciple of Jesus Christ
- serve the Spanish-speaking community by providing opportunities for multicultural relationships to flourish and honor God

Called by God and led by the Holy Spirit, with the guidance of the leadership of the church and the helping hands of missional partners, we strive to fulfill our purpose by:

- growing personally in our faith and relationship with God
- growing spiritually and intellectually with one another in our relationships
- being an asset in our community by showing the love of God through education of individuals and families
- promoting and engaging in local and worldwide missions

Article III. Membership. How does someone become a member of this church? What are the various forms of membership in this church? How is membership maintained in the church? What are the privileges of membership? How can one discontinue membership in the church?

Examples:

Church A

Article I – Membership

Section A: Membership in the Calvary Reformed Church, Reformed Church in America, shall be granted by the board of elders. The categories of membership are confessing, inactive, and baptized, as defined in the *BCO*.

Section B: Confessing members have voting privileges at congregational meetings and are eligible to hold the office of elder and/or deacon. Inactive members and baptized members have the privilege of the floor at congregational meeting and are not eligible to hold office.

Church B

Section A: This church is “the body of Christ” and therefore encourages membership as a sign of belonging to the body of Christ. Membership in [name of church] includes “confessing” members, “baptized” members, and “inactive” members.

- 1) Membership is granted by action of the board of elders. A record of all the members of the church shall be maintained by the board of elders.
 - a. *Confessing members* are members who have received Christian baptism and have been received by the board of elders through profession of faith, reaffirmation of faith, or presentation of a satisfactory certificate of transfer of membership from another Christian church, and who continue an active relationship with this congregation.
 - b. *Baptized members* are members who have received Christian baptism, but have yet to be received by the board of elders as confessing members.
 - c. *Inactive members* are former confessing or baptized members who have ceased an active relationship with this church. An inactive member is placed on the inactive registry by action of the board of elders.
- 2) The board of elders may also acknowledge persons who contribute to the life of this congregation.

- a. Associate members are persons who participate in the life of this church part of the year but have a primary membership in another church.
- b. Friends of the church are persons who are not members, but are persons who participate in the life of this congregation. Another name for this set of the congregation is *adherents*.

Article IV. Congregation meetings. When is a meeting of the membership held? How are members informed of the meeting? Who can participate in the meeting and in what way?

Examples:

Church A

The congregation meeting shall be held each June at a date determined by the consistory. Notice of the meeting shall be provided a minimum of two Sundays prior to the date of the meeting.

Church B

The annual meeting of the congregation shall be held on the Sunday preceding Thanksgiving.

- 1) The date of the meeting must be published to the congregation at least three weeks prior to the meeting. The agenda for the meeting shall be distributed or posted at least one week prior to the meeting. Any confessing member who desires to have an item on the agenda must submit the item and the reason(s) to the clerk at least two weeks prior to the announced meeting date.
- 2) Special meetings of the congregation may be called by a majority vote of the consistory. At least fourteen days' notice shall be given prior to the date of the special meeting. The announcement shall include the purpose of the meeting.
- 3) Voting privileges are granted to confessing members. Inactive members and baptized members have the privilege of the floor at all congregation meetings (not voting privileges). Only confessing members are eligible to hold office.
- 4) Absentee ballots are not allowed, unless the consistory has included the allowance of absentee ballots in the meeting announcement. Absentee ballots may only be counted on the first ballot cast for the issue.

Article V. Fiscal year. When does a new year begin in this congregation? When do new consistory members begin to hold office? When does a new financial year begin and end?

Examples:

Church A

The fiscal year shall begin on July 1 and end on June 30.

Church B

The fiscal year shall coincide with the calendar year. The consistory shall be installed on the first Sunday after New Year's Day.

Article VI. Elections. The only authority given to the congregation in the *BCO* is the election of its elders and deacons. This fundamental right is so protected that a church cannot change its usual practice for election without securing the permission of the classis, as well as classis approval of the bylaw change. The *BCO* specifies that elders and deacons be elected for a term not to exceed five years. The *BCO* also says that consistory members should be at least 21 years old, but someone as young as 18 years old can serve on the consistory at the discretion of the church (1.1.2.14a).

Examples

Church A

Section A: Qualifications - All confessing members of the church that are age 21 or older are eligible to be elected as elders or deacons.

Section B: The consistory shall nominate persons to serve as elders and deacons from the confessing members of the congregation. The consistory presents a slate to the congregation to elect as elders and deacons in June of each year.

Section C: When a vacancy is to be filled, a person may be elected and installed to serve the remainder of the unexpired term, or the consistory may appoint and install a member of the great consistory to the same office of his or her previous service until the next election of elders and deacons.

Section D: The names of the persons elected as elders and deacons shall be made known to the church on three successive Sundays preceding their installation on the fourth Sunday of July, in order that any legitimate objections may be presented to the board of elders for its judgment.

Church B

Election of Officers - Elders and Deacons

1. The elders and deacons shall be chosen from the confessing members of the church who are at least twenty-one (21) years of age.
2. No person shall be eligible to hold the office of elder or deacon, unless they have been a member of the congregation for one (1) year at the date of election.
3. The following are not eligible to serve on the consistory: the church staff, excluding any installed minister(s) serving under call.
4. The offices of elder and deacon shall be filled on a rotating basis with staggered terms, in which an individual elder or deacon shall be elected and shall serve for three (3) consecutive years, and then be ineligible for election to the consistory for two (2) years.
5. It shall be the duty of the consistory to prepare a slate of nominees for the offices of elder and deacon. The slate shall be based upon a nominating ballot of the congregation secured at the outset of the selection process. The slate will recommend one nominee for each vacancy. The slate will then be presented to the congregation at its annual business meeting. The slate of nominees shall be published for two (2) consecutive weeks prior to the congregational meeting, if possible.
6. The congregation shall vote by secret ballot.
 - i. Absentee ballots may be obtained from the elders prior to the congregational meeting and must be filed with the clerk, in a sealed envelope, prior to the opening of the meeting. Absentee ballots will be counted on the first ballot only.
 - ii. Election shall be declared when the nominees are confirmed by the majority vote of the congregation.
 - iii. The ordination and installation of newly elected elders and deacons shall be made on a Sunday as soon as practical following the election.
7. If an office of elder or deacon is vacated before the end of the term, the consistory shall select a person to fill the vacated office for the remainder of the unexpired term. If the office-bearer is serving for two (2) years or less, the office-bearer shall be eligible to be elected by the congregation for a regular three (3) year term.
8. The newly elected elders and deacons assume their respective offices on September 1. The formal installation of the consistory shall be held on the second Sunday of September.

Article VII. The governing board/consistory. Describe the governing board of the church: its size, its composition, its regular meeting time, its responsibilities, and the limits of its authority. The consistory is the most important group in the church. The church cannot be organized until it has a consistory in place so it can be self-governing. The *BCO* notes, "The consistory shall be guided in its transaction of business by such rules of order as it shall adopt from time to time, and which are in accord with the Government of the Reformed Church in America" (1.I.4.1). See Chapter One, Part One of the *BCO* for more information about the consistory.

Examples

Church A

A) The consistory: The consistory is the governing body of this church. A consistory is a permanent, continuing body which functions between stated sessions through its committees. The consistory shall act in all matters calling for judgment and decision, which are not specifically assigned to the board of elders or to the board of deacons. Its members are the installed pastors and the elders and deacons currently installed in office.

B) The consistory shall meet on the even-numbered months of the year. The day of meeting shall be set at the first meeting of the new fiscal year.

Church B

A) The Consistory

Section A: CONSISTORY

The church shall be governed by the church consistory and shall consist of six (6) governing elders, six (6) pastoral elders and six (6) deacons elected from the confessing membership.

Section B: TERM

The term of service of the elected members shall be three years. A governing elder is eligible to serve a second consecutive three-year term. A consistory member concluding a term of service is not eligible to be elected unless that consistory member has been out of office for at least two years.

Section C: ELIGIBILITY

Each nominee must:

- be a confessing member,
- be eighteen years of age or older,
- live in the Holland area,
- not be paid staff, and
- not be a member of the household of a full-time salaried staff member or consistory member.

Section D: The consistory normally meets every other month. The consistory shall determine its meeting schedule at the first meeting following the congregation meeting. The meeting schedule shall be announced to the congregation.

B) The Board of Elders

Section A: The board of elders is composed of the installed elders and the installed ministers. The board shall meet a minimum of four times a year. Normally the board meets every other month. The board shall determine its meeting schedule at the first meeting following the congregational meeting. The meeting schedule shall be announced to the congregation.

Section B: Responsibilities unique to elders

1. Authorize appropriate requests for baptism and make proper arrangements for services of baptism.
2. Approve appropriate applications for membership. Provide for the reception of new members either by confession of faith, re-affirmation of faith, or transfer from other churches. Also approve the transfer of members to other churches.
3. Discipline any member who is in violation of the standards and regulations of the congregation or any of its governing bodies, following the Disciplinary Procedures of the RCA.

C) The Board of Deacons

Section A: The board of deacons is composed of the installed deacons. The board shall meet a minimum of four times a year. Normally the board will meet every other month. The board shall determine its meeting schedule at the first meeting following the congregation meeting. The meeting schedule shall be announced to the congregation.

Section B: Responsibilities unique to deacons

1. Supervise the counting of and accounting for the congregation's offerings. The board shall establish policies to guide the handling of money and its reporting.
2. Determine the recipients of the congregation's benevolences and the amount given to the recipients.
3. Determine and supervise the congregation's mission involvement in the community.

Church C

A) [Name of church] recognizes supervising elders and shepherding elders. The supervising elders attend to the governance or supervision of the church structure. The shepherding elders focus on the care of the membership.

B) [Name of church] recognizes administrative deacons and outreach deacons. The administrative deacons oversee the collection and distribution of the finances. The outreach deacons focus on the mission of this congregation to the community and globally.

Article VIII. Officers and duties. Provide a general description of the role each officer should play in the consistory. The *BCO* specifies that "the consistory shall elect one of its ministers serving under call to be president of the consistory who shall preside at all of its meetings except where otherwise provided" (1.1.3.1). The *BCO* also specifies that the consistory shall elect one of the elders to the office of vice-president and the consistory shall have a clerk (1.1.3.2, 1.1.3.3).

Examples

Church A

Section A: Pastor - The pastor serves as president of the consistory. The consistory may request that the classis authorize its commissioned pastor to serve as the presiding officer when that person is the lead pastor.

Section B: Vice president - The vice president is selected from the board of elders and approved by the consistory. In the absence of the pastor, the vice president shall assume the responsibilities and duties of the president.

Section C: Clerk - The clerk is elected annually by the consistory from among its members. The clerk is responsible for recording the minutes of regular and special consistory meetings, and sending notices as directed by the consistory.

Section D: Treasurer - The treasurer is elected annually by the consistory but does not have to be a member of the consistory. The treasurer is responsible for paying the financial obligations of the congregation from the funds provided and providing financial reports to the deacons and consistory.

Section E: The "great consistory" is all confessing members who have served on the consistory. The great consistory may be convened by the consistory when matters of special importance relating to the welfare of the church demand consideration. Members of the great consistory have only an advisory voice.

Church B

Section A: The officers of the consistory shall be president, vice president, clerk, and church business administrator. All officers shall be members of consistory.

Section B: The senior pastor shall be the president of the consistory. The vice president and clerk shall be elected from the board of governing elders; the pastoral elders shall elect a clerk; the deacons shall elect a chair of deacons and may appoint a secretary.

Article IX. Committee structure. The *BCO* says that the consistory may function through committees between sessions. What does the committee structure look like in your church? How is it set forth in your organizational documents? Who can serve on a committee? What is the extent of a committee's authority? Some bylaws contain a description of each committee and its duties. Other bylaws simply state that committees may be appointed. The church may describe the committees in greater detail in a separate policy manual instead. What would work best for your church?

Example

Section A: The consistory may appoint such standing and ad hoc committees with such tasks and persons as it deems necessary to serve specific purposes.

Section B: Committee authority, structure, meetings, quorum, and meeting notices will be determined by the written policy of the consistory.

Article X. Parliamentary authority. *Robert's Rules of Order* recommends identifying a formal process for making decisions in your organization. "The parliamentary authority...should be prescribed in a one-sentence article reading: 'The rules contained in the current edition of...[specifying a standard manual of parliamentary practice, such as *this book*] shall govern the Society in all cases to which they are applicable'" (*Robert's Rules of Order Newly Revised*, 11th edition, 580).

Article XI. Amendment. Bylaws always need a provision to change the document so that it can adapt to fit the church's changing needs. However, because bylaws are a record of the identity and practices of the congregation, changes to the bylaws should be deliberate and should be implemented according to the process described in the bylaws.

Examples

Church A:

These shall be the bylaws of [name of church] upon their adoption by two-thirds affirmative vote of those present at a duly convened congregational meeting of the church.

Church B:

These bylaws may be amended at a congregation meeting by recommendation of the consistory. The consistory shall provide notification of the proposed change(s) no later than when notification of the congregation meeting is given. An amendment is approved when at least two-thirds of the members present have voted in favor of the amendment.

Church C:

These rules of order may be amended at any consistory meeting provided that two-thirds of the members present vote in favor of the proposed amendment, and that the proposed change had been approved (by majority vote) at a prior consistory meeting.

Additional Articles

- 1) Consider including additional articles in your bylaws if they will help your church leaders govern consistently and fairly. You may, for example, add an article to your bylaws about finances, the formation and structure of an executive committee, or rules specific to multi-site operations.
- 2) Your consistory may ask some of its members to supervise administrative or personnel responsibilities. However, if you want to empower that group to act without the approval of the full consistory, you must include an article in your bylaws giving them permission to do so (*BCO* 1.1.3.4).
- 3) *Robert's Rules of Order Newly Revised* recommends that churches that want to hold electronic meetings of boards and committees address the following issues in either their bylaws or standing rules:
 - the type of equipment required for participation in meetings;
 - contingencies for technical difficulties or malfunctions;
 - determination of a quorum;
 - how to raise a point of order challenging the continuing existence of a quorum;
 - how to seek recognition and obtain the floor;
 - how motions are to be submitted in writing;
 - methods for taking and verifying votes;
 - provisions for ensuring that nonmembers do not participate, especially in the case of special meetings in which confidential information will be shared.

Incorporated churches can address electronic meetings in their bylaws only if authorized by the applicable nonprofit corporation statute. In most states, nonprofit corporation laws have been revised in recent years to allow boards to meet electronically. Church leaders should be familiar with the wording of their state nonprofit corporation law's treatment of electronic meetings before amending the church's bylaws to provide for such meetings.

- 4) Furthermore, there is a presumption that nothing is to be placed in the bylaws without some reason for it being included in the document. It is not necessary to authorize something that clearly can be done without authorization, for example. Unnecessary rules often stifle the ability to act, which frustrates leaders. Establishing and keeping trust within the congregation is a significant and fundamental witness to gospel that the church proclaims.

Lastly, bylaws must be reviewed regularly and kept current. Common wisdom suggests that it is better not to adopt bylaws than it is to adopt them and not actually follow them.

It is now your task to create a living document that connects today's congregation with the values established in the past, while putting in place the means for future leaders to reshape the document to reflect the evolving needs of the church.